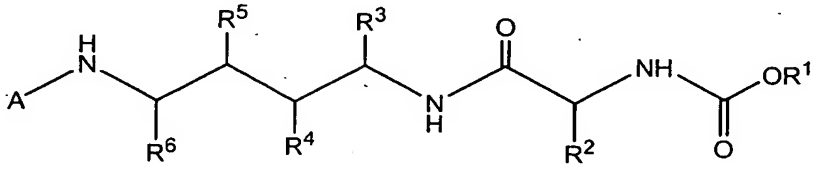
WHAT IS CLAIMED IS

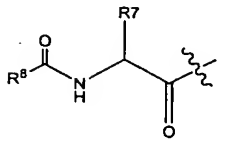
1. A compound of formula (I),



(I)

or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, wherein:

A is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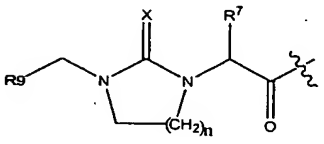
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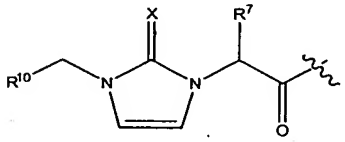
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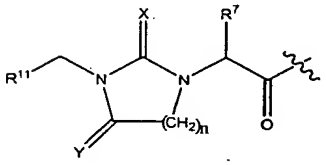
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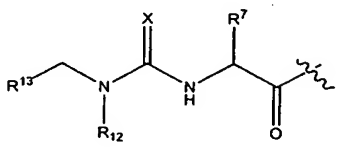
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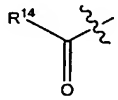

;

X is O, S or NH;

Y is O, S or NH;

$R^1$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^1$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl),

-alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)$_2$, and R$^{1a}$;

R$^{1a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R$^{1a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)$_2$;

R$^2$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R$^2$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, –OR$_a$, -SR$_a$, -SOR$_a$, -SO$_2$R$_a$, -NR$_a$R$_b$, -NR$_b$C(O)R$_a$ -N(R$_b$)C(O)OR$_a$, -N(R$_a$)C(=N)NR$_a$R$_b$, -N(R$_a$)C(O)NR$_a$R$_b$, -C(O)NR$_a$R$_b$, -C(O)OR$_a$ and R$^{2a}$;

R$^{2a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R$^{2a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)$_2$;

R$^3$ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, –alkylOR$_a$, -alkylSR$_a$, -alkylSOR$_a$, -alkylSO$_2$R$_a$, -alkylNR$_a$R$_b$, -alkylN(R$_b$)C(O)R$_a$, -alkylN(R$_b$)C(O)OR$_a$, -alkylN(R$_a$)C(=N)NR$_a$R$_b$, -alkylN(R$_a$)C(O)NR$_a$R$_b$, -alkylC(O)NR$_a$R$_b$, -alkylC(O)OR$_a$,cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety

of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), $-alkylC(O)N(alkyl)_2$ and $R^{3a}$;

$R^{3a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{3a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), and $-alkylC(O)N(alkyl)_2$;

$R^4$ is H and $R^5$ is $OR^{16}$;

or

$R^5$ is H and $R^4$ is $OR^{16}$;

or

$R^4$ and $R^5$ are $-OR^{16}$;

$R^6$ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, $-alkylOR_a$, $-alkylSR_a$, $-alkylSOR_a$, $-alkylSO_2R_a$, $-alkylNR_aR_b$, $-alkylN(R_b)C(O)R_a$, $-alkylN(R_b)C(O)OR_a$, $-alkylN(R_a)C(=N)NR_aR_b$, $-alkylN(R_a)C(O)NR_aR_b$, $-alkylC(O)NR_aR_b$, $-alkylC(O)OR_a$, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl

moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), $-alkylC(O)N(alkyl)_2$ and $R^{6a}$;

$R^{6a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{6a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), and $-alkylC(O)N(alkyl)_2$;

$R^7$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^7$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, $-OR_a$, $-SR_a$, $-SOR_a$, $-SO_2R_a$, $-NR_aR_b$, $-N(R_b)C(O)R_a$, $-N(R_b)C(O)OR_a$, $-N(R_a)C(=N)NR_aR_b$, $-N(R_a)C(O)NR_aR_b$, $-C(O)NR_aR_b$, $-C(O)OR_a$ and $R^{7a}$;

$R^{7a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{7a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl) and -alkyl-$C(O)N(alkyl)_2$;

$R^8$ is $-OR_a$ or -alkyl$OR_a$;

$R^9$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl or heterocycle; wherein each $R^9$ is susbstituted with 0, 1, 2 or 3 susbstituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, halo, nitro, oxo,$-OR_a$, $-SR_a$, $-SOR_a$, $-SO_2R_a$,$-SO_2NR_a$, $-SO_2OR_a$, $-NR_aR_b$, $-N(R_b)C(O)R_a$, $-N(R_b)SO_2R_a$, $-N(R_b)SO_2NR_aR_b$, $-N(R_b)C(O)NR_aR_b$, $-N(R_b)C(O)OR_a$, $-C(O)R_a$, $-C(O)NR_aR_b$, $-C(O)OR_a$, haloalkyl, nitroalkyl, cynaoalkyl, formylalkyl, -alkyl$OR_a$, -alkyl$NR_aR_b$, -alkyl$N(R_b)C(O)OR_a$, -alkyl$N(R_b)SO_2NR_aR_b$, -alkyl$N(R_b)C(O)R_a$, -alkyl$N(R_b)C(O)NR_aR_b$, -alkyl$N(R_b)SO_2R_a$, -alkyl$C(O)OR_a$, -alkyl$C(O)R_a$, -alkyl$C(O)NR_aR_b$ and $R^{9a}$;

$R^{9a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{9a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$,-N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, cyanoalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl$NH_2$, -alkylN(H)(alkyl), -alkyl$N(alkyl)_2$, -alkyl$N(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), -alkyl$N(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkyl$C(O)NH_2$, -alkylC(O)N(H)(alkyl) and -alkyl$C(O)N(alkyl)_2$;

$R^{10}$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl or heterocycle; wherein each $R^{10}$ is susbstituted with 0, 1, 2 or 3 susbstituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, halo, nitro, oxo,$-OR_a$, $-SR_a$, $-SOR_a$, $-SO_2R_a$,$-SO_2NR_a$, $-SO_2OR_a$, $-NR_aR_b$, $-N(R_b)C(O)R_a$, $-N(R_b)SO_2R_a$, $-N(R_b)SO_2NR_aR_b$, $-N(R_b)C(O)NR_aR_b$, $-N(R_b)C(O)OR_a$, $-C(O)R_a$, $-C(O)NR_aR_b$, $-C(O)OR_a$, haloalkyl, nitroalkyl, cynaoalkyl, formylalkyl, -alkyl$OR_a$, -alkyl$NR_aR_b$, -alkyl$N(R_b)C(O)OR_a$, -alkyl$N(R_b)SO_2NR_aR_b$, -alkyl$N(R_b)C(O)R_a$, -alkyl$N(R_b)C(O)NR_aR_b$, -alkyl$N(R_b)SO_2R_a$, -alkyl$C(O)OR_a$, -alkyl$C(O)R_a$, -alkyl$C(O)NR_aR_b$ and $R^{10a}$;

$R^{10a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{10a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$,-N(H)(alkyl), $-N(alkyl)_2$, -SH,

-S(alkyl), -$SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)$NH_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)$NH_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, cyanoalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl$NH_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)$NH_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)$NH_2$, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)$_2$;

$R^{11}$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl or heterocycle; wherein each $R^{11}$ is susbstituted with 0, 1, 2 or 3 susbstituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, halo, nitro, oxo,–$OR_a$, -$SR_a$, -$SOR_a$, -$SO_2R_a$,-$SO_2NR_a$, -$SO_2OR_a$, -$NR_aR_b$, -N($R_b$)C(O)$R_a$, -N($R_b$)$SO_2R_a$, -N($R_b$)$SO_2NR_aR_b$, -N($R_b$)C(O)$NR_aR_b$, -N($R_b$)C(O)$OR_a$, -C(O)$R_a$, -C(O)$NR_aR_b$, -C(O)$OR_a$, haloalkyl, nitroalkyl, cynaoalkyl, formylalkyl, -alkyl$OR_a$, -alkyl$NR_aR_b$, -alkylN($R_b$)C(O)$OR_a$, -alkylN($R_b$)$SO_2NR_aR_b$, -alkylN($R_b$)C(O)$R_a$, -alkylN($R_b$)C(O)$NR_aR_b$, -alkylN($R_b$)$SO_2R_a$, -alkylC(O)$OR_a$, -alkylC(O)$R_a$, -alkylC(O)$NR_aR_b$ and $R^{11a}$;

$R^{11a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{11a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -$NH_2$,-N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -$SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)$NH_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)$NH_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, cyanoalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl$NH_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)$NH_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)$NH_2$, -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)$_2$;

$R^{12}$ is alkyl, alkenyl, cycloalkyl, cycloalkenyl, cycloalkylalkyl or cycloalkenylalkyl; wherein each $R^{12}$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of hydroxy, alkoxy and halo;

$R^{13}$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl or heterocycle; wherein each $R^{13}$ is susbstituted with 0, 1, 2 or 3 susbstituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, halo, nitro, oxo, –$OR_a$, -$SR_a$, -$SOR_a$, -$SO_2R_a$,-$SO_2NR_a$, -$SO_2OR_a$, -$NR_aR_b$, -N($R_b$)C(O)$R_a$, -N($R_b$)C(O)$OR_a$, -C(O)$NR_aR_b$, -C(O)$OR_a$,

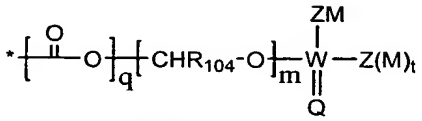
haloalkyl, nitroalkyl, cynaoalkyl, -alkylOR$_a$, -alkylNR$_a$R$_b$, -alkylN(R$_b$)C(O)R$_a$, -alkylN(R$_b$)C(O)NR$_a$R$_b$, -alkylN(R$_b$)SO$_2$R$_a$, -alkylC(O)OR$_a$, -alkyl-C(O)NR$_a$R$_b$ and R$^{13a}$;

R$^{13a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R$^{13a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$,-N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, cyanoalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)$_2$;

R$^{14}$ is –OR$_a$ or -alkylOR$_a$;

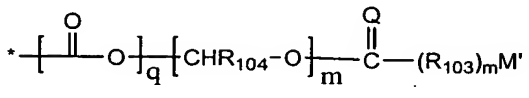
R$^{16}$ is hydrogen or R$^{15}$;

R$^{15}$ is



(XVI)

or



(XVII)

R$_{103}$ is C(R$_{105}$)$_2$, O or -N(R$_{105}$);

R$_{104}$ is hydrogen, alkyl, haloalkyl, alkoxycarbonyl, aminocarbonyl, alkylaminocarbonyl or dialkylaminocarbonyl,

each M is independently selected from the group consisting of H, Li, Na, K, Mg, Ca, Ba, -N(R$_{105}$)$_2$, alkyl, alkenyl, and R$_{106}$; wherein 1 to 4 –CH$_2$ radicals of the alkyl or alkenyl, other than the -CH$_2$ radical that is bound to Z, is optionally replaced by a heteroatom group selected from the group consisting of O, S, S(O), SO$_2$ and N(R$_{105}$); and wherein any hydrogen in said alkyl, alkenyl or R$_{106}$ is optionally replaced with a substituent selected from the group consisting of oxo, -OR$_{105}$, -R$_{105}$, -N(R$_{105}$)$_2$, -CN, -C(O)OR$_{105}$, -C(O)N(R$_{105}$)$_2$, -SO$_2$N(R$_{105}$),

$-N(R_{105})C(O)R_{105}$, $-C(O)R_{105}$, $-SR_{105}$, $-S(O)R_{105}$, $-SO_2R_{105}$, $-OCF_3$, $-SR_{106}$, $-SOR_{106}$, $-SO_2R_{106}$, $-N(R_{105})SO_2R_{105}$, halo, $-CF_3$ and $NO_2$;

Z is $CH_2$, O, S, $-N(R_{105})$, or, when M is absent, H;

Q is O or S;

W is P or S; wherein when W is S, Z is not S;

M' is H, alkyl, alkenyl or $R_{106}$; wherein 1 to 4 $-CH_2$ radicals of the alkyl or alkenyl is optionally replaced by a heteroatom group selected from O, S, S(O), $SO_2$, or $N(R_{105})$; and wherein any hydrogen in said alkyl, alkenyl or $R_{106}$ is optionally replaced with a substituent selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, -CN, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, $-SO_2N(R_{105})$, $-N(R_{105})C(O)R_{105}$, $-C(O)R_{105}$, $-SR_{105}$, $-S(O)R_{105}$, $-SO_2R_{105}$, $-OCF_3$, $-SR_{106}$, $-SOR_{106}$, $-SO_2R_{106}$, $-N(R_{105})SO_2R_{105}$, halo, $-CF_3$ and $NO_2$;

$R_{106}$ is a monocyclic or bicyclic ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatom selected from the group consisting of O, N, S, SO, $SO_2$ and $N(R_{105})$; and wherein any of said ring system is substituted with 0, 1, 2, 3, 4, 5 or 6 substituents selected from the group consisting of hydroxy, alkyl, alkoxy, and -OC(O)alkyl;

each $R_{105}$ is independently selected from the group consisting of H or alkyl; wherein said alkyl is optionally substituted with a ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatoms selected from the group consisting of O, N, S, SO, $SO_2$, and $N(R_{105})$; and wherein any one of said ring systems is substituted with 0, 1, 2, 3 or 4 substituents selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, $-N(R_{105})C(O)R_{105}$, -CN, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, halo and $-CF_3$;

q is 0 or 1;

m is 0 or 1;

t is 0 or 1;

$R_a$ and $R_b$ at each occurrence are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocycle; wherein each $R_a$ and $R_b$, at each occurrence, is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of cyano, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), $-alkylC(O)N(alkyl)_2$ and $R_c$;

alternatively, $R_a$ and $R_b$, together with the nitrogen atom to which they are attached, form a ring selected from the group consisting of heteroaryl and heterocycle; wherein each of the heteroaryl and heteroacycle is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, cyanoalkyl, formylalkyl, nitroalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), $-alkylC(O)N(alkyl)_2$ and $R_c$;

$R_c$ is aryl, heteroaryl or heterocycle; wherein each $R_c$ is independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkyl-NH_2$, -alkyl-N(H)(alkyl), $-alkyl-N(alkyl)_2$, $-alkyl-N(H)C(O)NH_2$, -alkyl-N(H)C(O)N(H)(alkyl), $-alkyl-N(H)C(O)N(alkyl)_2$, -alkyl-C(O)OH, -alkyl-C(O)Oalkyl, $-alkyl-C(O)NH_2$, -alkyl-C(O)N(H)(alkyl) and $-alkyl-C(O)N(alkyl)_2$; and

n is 1 or 2.

2. The compound of claim 1 wherein $R^4$ is H and $R^5$ is $OR^{16}$.

3. The compound of claim 1 wherein $R^4$ is $OR^{16}$ and $R^5$ is H.

4. The compound of claim 1, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, selected from the group consisting of:

methyl 7-benzyl-1,10-di*tert*-butyl-6-hydroxy-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 4-benzyl-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 1-{[(1-benzyl-3-hydroxy-4-{[3-methyl-2-(2-oxo-3-{[2-(2-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)pentanoyl]amino}-5-phenylpentyl)amino]carbonyl}-2,2-dimethylpropylcarbamate;

methyl 1-({[1-benzyl-3-hydroxy-4-({3-methyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]pentanoyl}amino)-5-phenylpentyl]amino}carbonyl)-2,2-dimethylpropylcarbamate;

methyl 1-({[1-benzyl-3-hydroxy-4-({3-methyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]pentanoyl}amino)-5-phenylpentyl]amino}carbonyl)-2-methylbutylcarbamate;

methyl 1-{[(1-benzyl-3-hydroxy-4-{[2-(3-{[2-(methoxymethyl)-1,3-thiazol-4-yl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-5-phenylpentyl)amino]carbonyl}-2,2-dimethylpropylcarbamate;

methyl 1-[({1-benzyl-3-hydroxy-4-[(3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({1-benzyl-2-hydroxy-4-[(3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({1-benzyl-2-hydroxy-4-[(3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenylpentyl}amino)carbonyl]-2-methylbutylcarbamate;

methyl 1-[({1-benzyl-4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({1-benzyl-2-hydroxy-4-[(3-methyl-2-{3-[(2-methyl-1,3-thiazol-5-yl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-{[(1-benzyl-2-hydroxy-4-{[3-methyl-2-(2-oxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)pentanoyl]amino}-5-phenylpentyl)amino]carbonyl}-2,2-dimethylpropylcarbamate;

methyl 1-[({1-benzyl-2-hydroxy-4-[(3-methyl-2-{3-[(6-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({1-benzyl-4-[(3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({1-benzyl-2-hydroxy-4-[(3-methyl-2-{3-[(2-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-{[(1-benzyl-2-hydroxy-4-{[2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-5-phenylpentyl)amino]carbonyl}-2,2-dimethylpropylcarbamate;

methyl 1-[({3-hydroxy-4-[(3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-{[(1-benzyl-4-{[3,3-dimethyl-2-(2-oxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)butanoyl]amino}-2-hydroxy-5-phenylpentyl)amino]carbonyl}-2,2-dimethylpropylcarbamate;

methyl 1-({[1-benzyl-4-({3,3-dimethyl-2-[2-oxo-3-(3-pyridinylmethyl)-1-imidazolidinyl]butanoyl}amino)-2-hydroxy-5-phenylpentyl]amino}carbonyl)-2,2-dimethylpropylcarbamate;

methyl 1-[({3-hydroxy-4-[(3-methyl-2-{3-[(2-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({1-benzyl-4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({1-benzyl-4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-[4-(2-pyridinyl)phenyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 7-benzyl-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

1:1 mixture of (3*R*,3a*S*,6a*R*)-hexahydrofuro[2,3-*b*]furan-3-yl 1-benzyl-3-hydroxy-4-({2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate and (3*R*,3a*R*,6a*S*)-hexahydrofuro[2,3-*b*]furan-3-yl 1-benzyl-3-hydroxy-4-({2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate;

1:1 mixture of (3*R*,3a*S*,6a*R*)-hexahydrofuro[2,3-*b*]furan-3-yl 1-benzyl-2-hydroxy-4-({2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate and (3*R*,3a*R*,6a*S*)-hexahydrofuro[2,3-*b*]furan-3-yl 1-benzyl-2-hydroxy-4-({2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate;

methyl 1-[({2-hydroxy-4-[(3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 4-benzyl-10-*tert*-butyl-5-hydroxy-1-[1-methyl-1-(methylsulfanyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 4-benzyl-10-*tert*-butyl-5-hydroxy-1-[1-methyl-1-(methylsulfonyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 4-benzyl-10-*tert*-butyl-6-hydroxy-1-[1-methyl-1-(methylsulfanyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 4-benzyl-10-*tert*-butyl-6-hydroxy-1-[1-methyl-1-(methylsulfonyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 1-[({4-{[(2*S*)-3,3-dimethyl-2-(2-oxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)butanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-{[3,3-dimethyl-2-(2-oxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)butanoyl]amino}-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({3-hydroxy-4-[(3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2,4-dioxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({2-hydroxy-4-[(3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2,4-dioxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-{[(2,6-dimethylphenoxy)acetyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-{[(2,6-dimethylphenoxy)acetyl]amino}-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({3-hydroxy-4-({(2*S*)-2-[3-(imidazo[1,5-*a*]pyridin-3-ylmethyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({2-hydroxy-4-({2-[3-(imidazo[1,5-*a*]pyridin-3-ylmethyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-({3,3-dimethyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-({(2*S*)-3,3-dimethyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]butanoyl}amino)-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({2-hydroxy-4-{[2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({3-hydroxy-4-{[2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2,4-dioxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

1:1 mixture of (3*R*,3a*S*,6a*R*)-hexahydrofuro[2,3-*b*]furan-3-yl 1-benzyl-2-hydroxy-4-({2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate and (3*R*,3a*R*,6a*S*)-hexahydrofuro[2,3-*b*]furan-3-yl 1-benzyl-2-hydroxy-4-({2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate;

methyl 1-[({4-{[3,3-dimethyl-2-(2-oxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)butanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-{[(2,6-dimethylphenoxy)acetyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({3-hydroxy-4-{[2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2,4-dioxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2,4-dioxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-({3,3-dimethyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-({3,3-dimethyl-2-[(phenoxyacetyl)amino]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 7-benzyl-1,10-di*tert*-butyl-6-hydroxy-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-14-oxa-3,8,11-triazapentadec-1-ylcarbamate;

methyl 1-[({3-hydroxy-4-[(2-{3-[(2-isopropyl-1,3-thiazol-4-yl)methyl]-2,4-dioxo-1-imidazolidinyl}-3-methylpentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-{[2-(2,4-dioxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)-3-methylpentanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-{[3,3-dimethyl-2-({[(6-methyl-3-pyridinyl)oxy]acetyl}amino)butanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(1-methyl-1*H*-benzimidazol-2-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

3-pyridinylmethyl 4-benzyl-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

benzyl 4-benzyl-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 7-benzyl-1,10-di*tert*-butyl-6-hydroxy-13-methyl-2,9,12-trioxo-14-phenyl-4-[4-(2-pyridinyl)benzyl]-3,8,11,13-tetraazatetradec-1-ylcarbamate;

methyl 7-benzyl-1,10-di*tert*-butyl-6-hydroxy-13-methyl-2,9,12-trioxo-14-phenyl-4-[4-(2-pyridinyl)benzyl]-3,8,11,13-tetraazatetradec-1-ylcarbamate;

methyl 1-[({4-({3,3-dimethyl-2-[3-(2-methylbenzyl)-2-oxo-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-({3,3-dimethyl-2-[3-(3-methylbenzyl)-2-oxo-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(3-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(6-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(3-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-{[2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-2-hydroxy-5-phenyl-1-[4-(3-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({3-hydroxy-4-({2-[3-(3-methoxybenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-{[2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(4-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({3-hydroxy-4-({2-[3-(2-methoxybenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-({3,3-dimethyl-2-[3-(2-methylbenzyl)-2-oxo-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-({3,3-dimethyl-2-[3-(3-methylbenzyl)-2-oxo-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({3-hydroxy-4-({2-[3-(2-methoxybenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({3-hydroxy-4-({2-[3-(3-methoxybenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(4-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-{[2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(2-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-({3,3-dimethyl-2-[2-oxo-3-(3-pyridinylmethyl)-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-({3,3-dimethyl-2-[2-oxo-3-(4-pyridinylmethyl)-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-({3,3-dimethyl-2-[2-oxo-3-(2-pyridinylmethyl)-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 7-benzyl-1,10-di*tert*-butyl-5-hydroxy-4-[4-(6-methyl-3-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(6-methyl-3-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 7-benzyl-1,10-di*tert*-butyl-5-hydroxy-4-[4-(5-methyl-2-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2-methylbutylcarbamate;

methyl 4-benzyl-1,10-di*tert*-butyl-5-hydroxy-7-[4-(5-methyl-2-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 1-[({4-{[2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({1-benzyl-4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-[4-(2-pyridinyl)phenyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 4-benzyl-10-*tert*-butyl-5-hydroxy-1-[1-methyl-1-((R)-methylsulfinyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 1-[({2-hydroxy-4-[(3-methyl-2-{3-[(1-methyl-1*H*-benzimidazol-2-yl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({2-hydroxy-4-[(2-{3-[(2-isopropyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}-3-methylpentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({3-hydroxy-4-[(3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(1-methyl-1*H*-benzimidazol-2-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(1-methyl-1*H*-benzimidazol-2-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({3-hydroxy-4-[(2-{3-[(2-isopropyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({2-hydroxy-4-[(2-{3-[(2-isopropyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 7-benzyl-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-4-[4-(3-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 7-benzyl-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-4-[4-(4-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 7-benzyl-10-*sec*-butyl-1-*tert*-butyl-6-hydroxy-13-methyl-14-(2-methyl-1,3-thiazol-4-yl)-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-3,8,11,13-tetraazatetradec-1-ylcarbamate;

methyl 7-benzyl-10-*sec*-butyl-1-*tert*-butyl-5-hydroxy-13-methyl-14-(2-methyl-1,3-thiazol-4-yl)-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-3,8,11,13-tetraazatetradec-1-ylcarbamate;

methyl 1-[({4-{[2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

1,2,5,6-tetradeoxy-2,5-bis({2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-1,6-bis[4-(2-pyridinyl)phenyl]-D-iditol;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-1-[4-(6-methoxy-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-{[2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-1-[4-(6-methoxy-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(2-{3-[(6-*tert*-butyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-4,7-bis[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 1-[({3-hydroxy-4-[(2-{3-[(6-isopropyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(2-{3-[(6-*tert*-butyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({-4-{[2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-2-hydroxy-1-[4-(6-methoxy-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 7-benzyl-1,10-di*tert*-butyl-5-hydroxy-4-[4-(6-methoxy-2-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 4-benzyl-1,10-di*tert*-butyl-5-hydroxy-7-[4-(6-methoxy-2-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(6-methoxy-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-({2-[3-(2-aminobenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-({2-[3-(4-aminobenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-({2-[3-(3-aminobenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

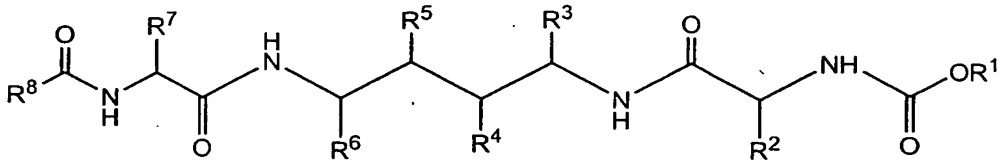
methyl 1-[({3-hydroxy-4-[(2-{3-[(6-isopropyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 1-[({1-benzyl-4-[(3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-[4-(2-pyridinyl)phenyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl 4-benzyl-1,10-di*sec*-butyl-5-hydroxy-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate; and

methyl 1-({[1-benzyl-2-hydroxy-4-({3-methyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]pentanoyl}amino)-5-phenylpentyl]amino}carbonyl)-2,2-dimethylpropylcarbamate.

5. The compound of claim 1 having formula (II)



(II)

or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, wherein:

$R^1$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^1$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), $-alkylC(O)N(alkyl)_2$, and $R^{1a}$;

$R^{1a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{1a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$,

-N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)$_2$;

$R^2$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^2$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, -OR$_a$, -SR$_a$, -SOR$_a$, -SO$_2$R$_a$, -NR$_a$R$_b$, -NR$_b$C(O)R$_a$ -N(R$_b$)C(O)OR$_a$, -N(R$_a$)C(=N)NR$_a$R$_b$, -N(R$_a$)C(O)NR$_a$R$_b$, -C(O)NR$_a$R$_b$, -C(O)OR$_a$ and $R^{2a}$;

$R^{2a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{2a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)$_2$;

$R^3$ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, -alkylOR$_a$, -alkylSR$_a$, -alkylSOR$_a$, -alkylSO$_2$R$_a$, -alkylNR$_a$R$_b$, -alkylN(R$_b$)C(O)R$_a$, -alkylN(R$_b$)C(O)OR$_a$, -alkylN(R$_a$)C(=N)NR$_a$R$_b$, -alkylN(R$_a$)C(O)NR$_a$R$_b$, -alkylC(O)NR$_a$R$_b$, -alkylC(O)OR$_a$, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$,

-alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)$_2$ and R$^{3a}$;

R$^{3a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R$^{3a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)$_2$;

R$^4$ is H and R$^5$ is OR$^{16}$;

or

R$^5$ is H and R$^4$ is OR$^{16}$;

or

R$^4$ and R$^5$ are –OR$^{16}$;

R$^6$ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, –alkylOR$_a$, -alkylSR$_a$, -alkylSOR$_a$, -alkylSO$_2$R$_a$, -alkylNR$_a$R$_b$, -alkylN(R$_b$)C(O)R$_a$, -alkylN(R$_b$)C(O)OR$_a$, -alkylN(R$_a$)C(=N)NR$_a$R$_b$, -alkylN(R$_a$)C(O)NR$_a$R$_b$, -alkylC(O)NR$_a$R$_b$, -alkylC(O)OR$_a$, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl,

alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)$_2$ and R$^{6a}$;

R$^{6a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R$^{6a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)$_2$;

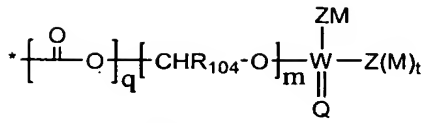
R$^7$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R$^7$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, –OR$_a$, -SR$_a$, -SOR$_a$, -SO$_2$R$_a$, -NR$_a$R$_b$, -N(R$_b$)C(O)R$_a$, -N(R$_b$)C(O)OR$_a$, -N(R$_a$)C(=N)NR$_a$R$_b$, -N(R$_a$)C(O)NR$_a$R$_b$, -C(O)NR$_a$R$_b$, -C(O)OR$_a$ and R$^{7a}$;

R$^{7a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R$^{7a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)$_2$;

R$^8$ is –OR$_a$ or -alkylOR$_a$;

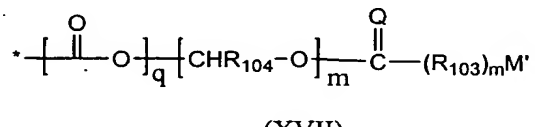
R$^{16}$ is hydrogen or R$^{15}$;

R$^{15}$ is



(XVI)

or



(XVII)

$R_{103}$ is $C(R_{105})_2$, O or $-N(R_{105})$;

$R_{104}$ is hydrogen, alkyl, haloalkyl, alkoxycarbonyl, aminocarbonyl, alkylaminocarbonyl or dialkylaminocarbonyl,

each M is independently selected from the group consisting of H, Li, Na, K, Mg, Ca, Ba, $-N(R_{105})_2$, alkyl, alkenyl, and $R_{106}$; wherein 1 to 4 $-CH_2$ radicals of the alkyl or alkenyl, other than the $-CH_2$ radical that is bound to Z, is optionally replaced by a heteroatom group selected from the group consisting of O, S, S(O), $SO_2$ and $N(R_{105})$; and wherein any hydrogen in said alkyl, alkenyl or $R_{106}$ is optionally replaced with a substituent selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, -CN, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, $-SO_2N(R_{105})$, $-N(R_{105})C(O)R_{105}$, $-C(O)R_{105}$, $-SR_{105}$, $-S(O)R_{105}$, $-SO_2R_{105}$, $-OCF_3$, $-SR_{106}$, $-SOR_{106}$, $-SO_2R_{106}$, $-N(R_{105})SO_2R_{105}$, halo, $-CF_3$ and $NO_2$;

Z is $CH_2$, O, S, $-N(R_{105})$, or, when M is absent, H;

Q is O or S;

W is P or S; wherein when W is S, Z is not S;

M' is H, alkyl, alkenyl or $R_{106}$; wherein 1 to 4 $-CH_2$ radicals of the alkyl or alkenyl is optionally replaced by a heteroatom group selected from O, S, S(O), $SO_2$, or $N(R_{105})$; and wherein any hydrogen in said alkyl, alkenyl or $R_{106}$ is optionally replaced with a substituent selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, -CN, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, $-SO_2N(R_{105})$, $-N(R_{105})C(O)R_{105}$, $-C(O)R_{105}$, $-SR_{105}$, $-S(O)R_{105}$, $-SO_2R_{105}$, $-OCF_3$, $-SR_{106}$, $-SOR_{106}$, $-SO_2R_{106}$, $-N(R_{105})SO_2R_{105}$, halo, $-CF_3$ and $NO_2$;

$R_{106}$ is a monocyclic or bicyclic ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatom selected from the group consisting of

O, N, S, SO, $SO_2$ and $N(R_{105})$; and wherein any of said ring system is substituted with 0, 1, 2, 3, 4, 5 or 6 substituents selected from the group consisting of hydroxy, alkyl, alkoxy, and -OC(O)alkyl;

each $R_{105}$ is independently selected from the group consisting of H or alkyl; wherein said alkyl is optionally substituted with a ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatoms selected from the group consisting of O, N, S, SO, $SO_2$, and $N(R_{105})$; and wherein any one of said ring systems is substituted with 0, 1, 2, 3 or 4 substituents selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, $-N(R_{105})C(O)R_{105}$, -CN, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, halo and $-CF_3$;

q is 0 or 1;

m is 0 or 1;

t is 0 or 1;

$R_a$ and $R_b$ at each occurrence are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocycle; wherein each $R_a$ and $R_b$, at each occurrence, is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of cyano, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl$NH_2$, -alkylN(H)(alkyl), -alkyl$N(alkyl)_2$, -alkyl$N(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), -alkyl$N(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkyl$C(O)NH_2$, -alkylC(O)N(H)(alkyl), -alkyl$C(O)N(alkyl)_2$ and $R_c$;

alternatively, $R_a$ and $R_b$, together with the nitrogen atom to which they are attached, form a ring selected from the group consisting of heteroaryl and heterocycle; wherein each of the heteroaryl and heteroacycle is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl,

-N(alkyl)C(O)alkyl, -N(H)C(O)$NH_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)$NH_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, cyanoalkyl, formylalkyl, nitroalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl$NH_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)$NH_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)$NH_2$, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)$_2$ and $R_c$; and

$R_c$ is aryl, heteroaryl or heterocycle; wherein each $R_c$ is independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -$NH_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -$SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)$NH_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)$NH_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl-$NH_2$, -alkyl-N(H)(alkyl), -alkyl-N(alkyl)$_2$, -alkyl-N(H)C(O)$NH_2$, -alkyl-N(H)C(O)N(H)(alkyl), -alkyl-N(H)C(O)N(alkyl)$_2$, -alkyl-C(O)OH, -alkyl-C(O)Oalkyl, -alkyl-C(O)$NH_2$, -alkyl-C(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)$_2$.

6. The compound of claim 5 wherein $R^4$ is H and $R^5$ is $OR^{16}$.

7. The compound of claim 5 wherein $R^4$ is $OR^{16}$ and $R^5$ is H.

8. The compound of claim 5 wherein $R^4$ is H, $R^5$ is $OR^{16}$ and $R^2$ is alkyl.

9. The compound of claim 5 wherein $R^4$ is $OR^{16}$, $R^5$ is H, and $R^2$ is alkyl.

10. The compound of claim 5 wherein $R^4$ is H, $R^5$ is $OR^{16}$, $R^2$ is alkyl, $R^3$ is arylalkyl substituted with $R^{3a}$, and $R^{3a}$ is aryl or heteroaryl.

11. The compound of claim 5 wherein $R^4$ is $OR^{16}$, $R^5$ is H, $R^2$ is alkyl, $R^3$ is arylalkyl substituted with $R^{3a}$, and $R^{3a}$ is aryl or heteroaryl.

12. The compound of claim 5, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, selected from the group consisting of:

methyl (1*S*,4*R*,6*S*,7*S*,10*S*)-7-benzyl-1,10-di*tert*-butyl-6-hydroxy-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-7-benzyl-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*R*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-10-*tert*-butyl-5-hydroxy-1-[1-methyl-1-(methylsulfanyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*R*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-10-*tert*-butyl-5-hydroxy-1-[1-methyl-1-(methylsulfonyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*R*,4*S*,6*S*,7*S*,10*S*)-4-benzyl-10-*tert*-butyl-6-hydroxy-1-[1-methyl-1-(methylsulfanyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*R*,4*S*,6*S*,7*S*,10*S*)-4-benzyl-10-*tert*-butyl-6-hydroxy-1-[1-methyl-1-(methylsulfonyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-({(2*S*)-3,3-dimethyl-2-[(phenoxyacetyl)amino]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*,4*S*,6*S*,7*S*,10*S*)-7-benzyl-1,10-di*tert*-butyl-6-hydroxy-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-14-oxa-3,8,11-triazapentadec-1-ylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-{[(2*S*)-3,3-dimethyl-2-({[(6-methyl-3-pyridinyl)oxy]acetyl}amino)butanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

3-pyridinylmethyl (1*S*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

benzyl (1*S*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-7-benzyl-1,10-di*tert*-butyl-5-hydroxy-4-[4-(6-methyl-3-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-7-benzyl-1,10-di*tert*-butyl-5-hydroxy-4-[4-(5-methyl-2-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-1,10-di*tert*-butyl-5-hydroxy-7-[4-(5-methyl-2-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

1:1 mixture of methyl (1*R*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-10-*tert*-butyl-5-hydroxy-1-[1-methyl-1-((R)-methylsulfinyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate and methyl (1*R*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-10-*tert*-butyl-5-hydroxy-1-[1-methyl-1-((S)-methylsulfinyl)ethyl]-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-7-benzyl-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-4-[4-(3-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-7-benzyl-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-4-[4-(4-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

1,2,5,6-tetradeoxy-2,5-bis({(2*S*)-2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-1,6-bis[4-(2-pyridinyl)phenyl]-D-iditol;

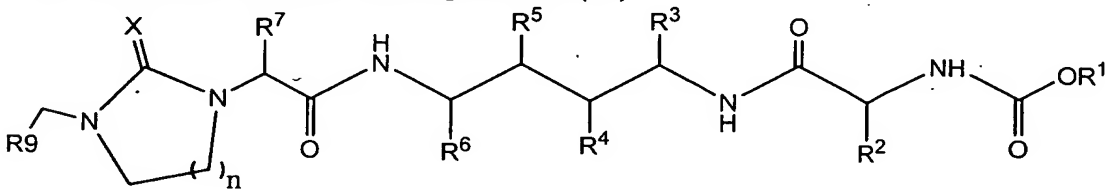
methyl (1*S*,4*R*,5*R*,7*R*,10*S*)-1,10-di*tert*-butyl-5-hydroxy-2,9,12-trioxo-4,7-bis[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-7-benzyl-1,10-di*tert*-butyl-5-hydroxy-4-[4-(6-methoxy-2-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-1,10-di*tert*-butyl-5-hydroxy-7-[4-(6-methoxy-2-pyridinyl)benzyl]-2,9,12-trioxo-13-oxa-3,8,11-triazatetradec-1-ylcarbamate; and

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-4-benzyl-1,10-di*sec*-butyl-5-hydroxy-2,9,12-trioxo-7-[4-(2-pyridinyl)benzyl]-13-oxa-3,8,11-triazatetradec-1-ylcarbamate.

13. The compound of claim 1 having formula (III)




(III)

or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, wherein:

X is O, S or NH;

$R^1$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^1$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$,

-N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)$_2$, and R$^{1a}$;

R$^{1a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R$^{1a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$,-N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)$_2$;

R$^2$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R$^2$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, –OR$_a$, -SR$_a$, -SOR$_a$, -SO$_2$R$_a$, -NR$_a$R$_b$, -NR$_b$C(O)R$_a$ -N(R$_b$)C(O)OR$_a$, -N(R$_a$)C(=N)NR$_a$R$_b$, -N(R$_a$)C(O)NR$_a$R$_b$, -C(O)NR$_a$R$_b$, -C(O)OR$_a$ and R$^{2a}$;

R$^{2a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R$^{2a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$,-N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)$_2$;

R$^3$ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, –alkylOR$_a$, -alkylSR$_a$, -alkylSOR$_a$, -alkylSO$_2$R$_a$, -alkylNR$_a$R$_b$, -alkylN(R$_b$)C(O)R$_a$, -alkylN(R$_b$)C(O)OR$_a$, -alkylN(R$_a$)C(=N)NR$_a$R$_b$,

-alkylN($R_a$)C(O)N$R_aR_b$, -alkylC(O)N$R_aR_b$, -alkylC(O)O$R_a$, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl; $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), $-alkylC(O)N(alkyl)_2$ and $R^{3a}$;

$R^{3a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{3a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), and $-alkylC(O)N(alkyl)_2$;

$R^4$ is H and $R^5$ is $OR^{16}$;

or

$R^5$ is H and $R^4$ is $OR^{16}$;

or

$R^4$ and $R^5$ are $-OR^{16}$;

$R^6$ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, –alkylOR$_a$, -alkylSR$_a$, -alkylSOR$_a$, -alkylSO$_2$R$_a$, -alkylNR$_a$R$_b$, -alkylN(R$_b$)C(O)R$_a$, -alkylN(R$_b$)C(O)OR$_a$, -alkylN(R$_a$)C(=N)NR$_a$R$_b$, -alkylN(R$_a$)C(O)NR$_a$R$_b$, -alkylC(O)NR$_a$R$_b$, -alkylC(O)OR$_a$, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)$_2$ and $R^{6a}$;

$R^{6a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{6a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)$_2$;

$R^7$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^7$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, –OR$_a$, -SR$_a$, -SOR$_a$, -SO$_2$R$_a$, -NR$_a$R$_b$, -N(R$_b$)C(O)R$_a$, -N(R$_b$)C(O)OR$_a$, -N(R$_a$)C(=N)NR$_a$R$_b$, -N(R$_a$)C(O)NR$_a$R$_b$, -C(O)NR$_a$R$_b$, -C(O)OR$_a$ and $R^{7a}$;

$R^{7a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{7a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$,

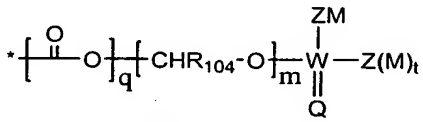
-N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)$_2$;

$R^9$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl or heterocycle; wherein each $R^9$ is susbstituted with 0, 1, 2 or 3 susbstituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, halo, nitro, oxo, –OR$_a$, -SR$_a$, -SOR$_a$, -SO$_2$R$_a$, -SO$_2$NR$_a$, -SO$_2$OR$_a$, -NR$_a$R$_b$, -N(R$_b$)C(O)R$_a$, -N(R$_b$)SO$_2$R$_a$, -N(R$_b$)SO$_2$NR$_a$R$_b$, -N(R$_b$)C(O)NR$_a$R$_b$, -N(R$_b$)C(O)OR$_a$, -C(O)R$_a$, -C(O)NR$_a$R$_b$, -C(O)OR$_a$, haloalkyl, nitroalkyl, cynaoalkyl, formylalkyl, -alkylOR$_a$, -alkylNR$_a$R$_b$, -alkylN(R$_b$)C(O)OR$_a$, -alkylN(R$_b$)SO$_2$NR$_a$R$_b$, -alkylN(R$_b$)C(O)R$_a$, -alkylN(R$_b$)C(O)NR$_a$R$_b$, -alkylN(R$_b$)SO$_2$R$_a$, -alkylC(O)OR$_a$, -alkylC(O)R$_a$, -alkylC(O)NR$_a$R$_b$ and $R^{9a}$;

$R^{9a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{9a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, cyanoalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)$_2$;

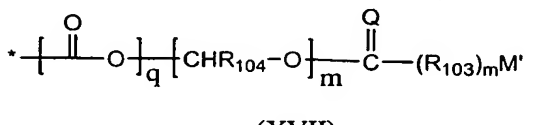
$R^{16}$ is hydrogen or $R^{15}$;

$R^{15}$ is



(XVI)

or



(XVII)

$R_{103}$ is C($R_{105}$)$_2$, O or -N($R_{105}$);

$R_{104}$ is hydrogen, alkyl, haloalkyl, alkoxycarbonyl, aminocarbonyl, alkylaminocarbonyl or dialkylaminocarbonyl,

each M is independently selected from the group consisting of H, Li, Na, K, Mg, Ca, Ba, $-N(R_{105})_2$, alkyl, alkenyl, and $R_{106}$; wherein 1 to 4 $-CH_2$ radicals of the alkyl or alkenyl, other than the $-CH_2$ radical that is bound to Z, is optionally replaced by a heteroatom group selected from the group consisting of O, S, S(O), $SO_2$ and $N(R_{105})$; and wherein any hydrogen in said alkyl, alkenyl or $R_{106}$ is optionally replaced with a substituent selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, -CN, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, $-SO_2N(R_{105})$, $-N(R_{105})C(O)R_{105}$, $-C(O)R_{105}$, $-SR_{105}$, $-S(O)R_{105}$, $-SO_2R_{105}$, $-OCF_3$, $-SR_{106}$, $-SOR_{106}$, $-SO_2R_{106}$, $-N(R_{105})SO_2R_{105}$, halo, $-CF_3$ and $NO_2$;

Z is $CH_2$, O, S, $-N(R_{105})$, or, when M is absent, H;

Q is O or S;

W is P or S; wherein when W is S, Z is not S;

M' is H, alkyl, alkenyl or $R_{106}$; wherein 1 to 4 $-CH_2$ radicals of the alkyl or alkenyl is optionally replaced by a heteroatom group selected from O, S, S(O), $SO_2$, or $N(R_{105})$; and wherein any hydrogen in said alkyl, alkenyl or $R_{106}$ is optionally replaced with a substituent selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, -CN, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, $-SO_2N(R_{105})$, $-N(R_{105})C(O)R_{105}$, $-C(O)R_{105}$, $-SR_{105}$, $-S(O)R_{105}$, $-SO_2R_{105}$, $-OCF_3$, $-SR_{106}$, $-SOR_{106}$, $-SO_2R_{106}$, $-N(R_{105})SO_2R_{105}$, halo, $-CF_3$ and $NO_2$;

$R_{106}$ is a monocyclic or bicyclic ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatom selected from the group consisting of O, N, S, SO, $SO_2$ and $N(R_{105})$; and wherein any of said ring system is substituted with 0, 1, 2, 3, 4, 5 or 6 substituents selected from the group consisting of hydroxy, alkyl, alkoxy, and -OC(O)alkyl;

each $R_{105}$ is independently selected from the group consisting of H or alkyl; wherein said alkyl is optionally substituted with a ring system selected from the group consisting of aryl, cycloalkyl,

cycloalkenyl, heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatoms selected from the group consisting of O, N, S, SO, $SO_2$, and $N(R_{105})$; and wherein any one of said ring systems is substituted with 0, 1, 2, 3 or 4 substituents selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, $-N(R_{105})C(O)R_{105}$, -CN, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, halo and $-CF_3$;

q is 0 or 1;

m is 0 or 1;

t is 0 or 1;

$R_a$ and $R_b$ at each occurrence are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocycle; wherein each $R_a$ and $R_b$, at each occurrence, is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of cyano, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl$NH_2$, -alkylN(H)(alkyl), -alkyl$N(alkyl)_2$, -alkyl$N(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), -alkyl$N(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkyl$C(O)NH_2$, -alkylC(O)N(H)(alkyl), -alkyl$C(O)N(alkyl)_2$ and $R_c$;

alternatively, $R_a$ and $R_b$, together with the nitrogen atom to which they are attached, form a ring selected from the group consisting of heteroaryl and heterocycle; wherein each of the heteroaryl and heteroacycle is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, cyanoalkyl, formylalkyl, nitroalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl$NH_2$, -alkylN(H)(alkyl), -alkyl$N(alkyl)_2$, -alkyl$N(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), -alkyl$N(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkyl$C(O)NH_2$, -alkylC(O)N(H)(alkyl), -alkyl$C(O)N(alkyl)_2$ and $R_c$;

$R_c$ is aryl, heteroaryl or heterocycle; wherein each $R_c$ is independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl-$NH_2$, -alkyl-N(H)(alkyl), -alkyl-$N(alkyl)_2$, -alkyl-$N(H)C(O)NH_2$, -alkyl-N(H)C(O)N(H)(alkyl), -alkyl-$N(H)C(O)N(alkyl)_2$, -alkyl-C(O)OH, -alkyl-C(O)Oalkyl, -alkyl-$C(O)NH_2$, -alkyl-C(O)N(H)(alkyl) and -alkyl-$C(O)N(alkyl)_2$; and

n is 1 or 2.

14. The compound of claim 13 wherein $R^4$ is H and $R^5$ is $OR^{16}$.

15. The compound of claim 13 wherein $R^4$ is $OR^{16}$ and $R^5$ is H.

16. The compound of claim 13 wherein $R^4$ is H, $R^5$ is $OR^{16}$, X is O and $R^2$ is alkyl.

17. The compound of claim 13 wherein $R^4$ is $OR^{16}$, $R^5$ is H, X is O and $R^2$ is alkyl.

18. The compound of claim 13 wherein $R^4$ is H, $R^5$ is $OR^{16}$, X is O, $R^2$ is alkyl, $R^3$ is arylalkyl substituted with $R^{3a}$, and $R^{3a}$ is aryl or heteroaryl.

19. The compound of claim 13 wherein $R^4$ is $OR^{16}$, $R^5$ is H, X is O, $R^2$ is alkyl, $R^3$ is arylalkyl substituted with $R^{3a}$, and $R^{3a}$ is aryl or heteroaryl.

20. The compound of claim 13 wherein $R^4$ is H, $R^5$ is $OR^{16}$, X is O, $R^2$ is alkyl, $R^3$ is arylalkyl substituted with $R^{3a}$, $R^9$ is aryl or heteroaryl, and $R^{3a}$ is aryl or heteroaryl.

21. The compound of claim 13 wherein $R^4$ is $OR^{16}$, $R^5$ is H, X is O, $R^2$ is alkyl, $R^3$ is arylalkyl substituted with $R^{3a}$, $R^9$ is aryl or heteroaryl, and $R^{3a}$ is aryl or heteroaryl.

22. The compound of claim 13, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, selected from the group consisting of:

methyl (1*S*)-1-{[((1*S*,3*S*,4*S*)-1-benzyl-3-hydroxy-4-{[(2*S*)-3-methyl-2-(2-oxo-3-{[2-(2-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)pentanoyl]amino}-5-phenylpentyl)amino]carbonyl}-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-({[(1*S*,3*S*,4*S*)-1-benzyl-3-hydroxy-4-({(2*S*)-3-methyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]pentanoyl}amino)-5-phenylpentyl]amino}carbonyl)-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-({[(1*S*,3*S*,4*S*)-1-benzyl-3-hydroxy-4-({(2*S*)-3-methyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]pentanoyl}amino)-5-phenylpentyl]amino}carbonyl)-2-methylbutylcarbamate;

methyl (1*S*)-1-{[((1*S*,3*S*,4*S*)-1-benzyl-3-hydroxy-4-{[(2*S*)-2-(3-{[2-(methoxymethyl)-1,3-thiazol-4-yl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-5-phenylpentyl)amino]carbonyl}-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-1-benzyl-3-hydroxy-4-[((2*S*)-3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-1-benzyl-2-hydroxy-4-[((2*S*)-3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-1-benzyl-2-hydroxy-4-[((2*S*)-3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenylpentyl}amino)carbonyl]-2-methylbutylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-1-benzyl-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-1-benzyl-2-hydroxy-4-[((2*S*)-3-methyl-2-{3-[(2-methyl-1,3-thiazol-5-yl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-{[((1*S*,2*S*,4*S*)-1-benzyl-2-hydroxy-4-{[(2*S*)-3-methyl-2-(2-oxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)pentanoyl]amino}-5-phenylpentyl)amino]carbonyl}-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-1-benzyl-2-hydroxy-4-[((2*S*)-3-methyl-2-{3-[(6-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-1-benzyl-4-[((2*S*)-3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-1-benzyl-2-hydroxy-4-[((2*S*)-3-methyl-2-{3-[(2-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-{[((1*S*,2*S*,4*S*)-1-benzyl-2-hydroxy-4-{[(2*S*)-2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-5-phenylpentyl)amino]carbonyl}-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-3-hydroxy-4-[((2*S*)-3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-{[((1*S*,2*S*,4*S*)-1-benzyl-4-{[(2*S*)-3,3-dimethyl-2-(2-oxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)butanoyl]amino}-2-hydroxy-5-phenylpentyl)amino]carbonyl}-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-({[(1*S*,2*S*,4*S*)-1-benzyl-4-({(2*S*)-3,3-dimethyl-2-[2-oxo-3-(3-pyridinylmethyl)-1-imidazolidinyl]butanoyl}amino)-2-hydroxy-5-phenylpentyl]amino}carbonyl)-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-3-hydroxy-4-[((2*S*)-3-methyl-2-{3-[(2-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-1-benzyl-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-1-benzyl-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-[4-(2-pyridinyl)phenyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-2-hydroxy-4-[((2*S*)-3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-{[(2*S*)-3,3-dimethyl-2-(2-oxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)butanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-{[(2*S*)-3,3-dimethyl-2-(2-oxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)butanoyl]amino}-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-3-hydroxy-4-({(2*S*)-2-[3-(imidazo[1,5-*a*]pyridin-3-ylmethyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-2-hydroxy-4-({(2*S*)-2-[3-(imidazo[1,5-*a*]pyridin-3-ylmethyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-({(2*S*)-3,3-dimethyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-({(2*S*)-3,3-dimethyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]butanoyl}amino)-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-2-hydroxy-4-{[(2*S*)-2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-3-hydroxy-4-{[(2*S*)-2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-4-{[(2*S*)-3,3-dimethyl-2-(2-oxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)butanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-3-hydroxy-4-{[(2*S*)-2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-4-({(2*S*)-3,3-dimethyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(1-methyl-1*H*-benzimidazol-2-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-({(2*S*)-3,3-dimethyl-2-[3-(2-methylbenzyl)-2-oxo-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-({(2*S*)-3,3-dimethyl-2-[3-(3-methylbenzyl)-2-oxo-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(3-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(6-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(3-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-{[(2*S*)-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-2-hydroxy-5-phenyl-1-[4-(3-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-3-hydroxy-4-({(2*S*)-2-[3-(3-methoxybenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-4-{[(2*S*)-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(4-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-3-hydroxy-4-({(2*S*)-2-[3-(2-methoxybenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-4-({(2*S*)-3,3-dimethyl-2-[3-(2-methylbenzyl)-2-oxo-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-4-({(2*S*)-3,3-dimethyl-2-[3-(3-methylbenzyl)-2-oxo-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-3-hydroxy-4-({(2*S*)-2-[3-(2-methoxybenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-3-hydroxy-4-({(2*S*)-2-[3-(3-methoxybenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(4-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-{[(2*S*)-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(2-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-3-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-({(2*S*)-3,3-dimethyl-2-[2-oxo-3-(3-pyridinylmethyl)-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-({(2*S*)-3,3-dimethyl-2-[2-oxo-3-(4-pyridinylmethyl)-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-({(2*S*)-3,3-dimethyl-2-[2-oxo-3-(2-pyridinylmethyl)-1-imidazolidinyl]butanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(6-methyl-3-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2-methylbutylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-{[(2*S*)-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*R*)-1-benzyl-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-[4-(2-pyridinyl)phenyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-2-hydroxy-4-[((2*S*)-3-methyl-2-{3-[(1-methyl-1*H*-benzimidazol-2-yl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-2-hydroxy-4-[((2*S*)-2-{3-[(2-isopropyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}-3-methylpentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-3-hydroxy-4-[((2*S*)-3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(1-methyl-1*H*-benzimidazol-2-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(1-methyl-1*H*-benzimidazol-2-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-3-hydroxy-4-[((2*S*)-2-{3-[(2-isopropyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-2-hydroxy-4-[((2*S*)-2-{3-[(2-isopropyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(2-methyl-1,3-thiazol-4-yl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*R*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*R*,3*R*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-{[(2*S*)-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-1-[4-(6-methoxy-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-{[(2*S*)-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-1-[4-(6-methoxy-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-[((2*S*)-2-{3-[(6-*tert*-butyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-3-hydroxy-4-[((2*S*)-2-{3-[(6-isopropyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-4-[((2*S*)-2-{3-[(6-*tert*-butyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-{[(2*S*)-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-2-hydroxy-1-[4-(6-methoxy-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-1-[4-(6-methoxy-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-({(2*S*)-2-[3-(2-aminobenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-({(2*S*)-2-[3-(4-aminobenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-({(2*S*)-2-[3-(3-aminobenzyl)-2-oxo-1-imidazolidinyl]-3,3-dimethylbutanoyl}amino)-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

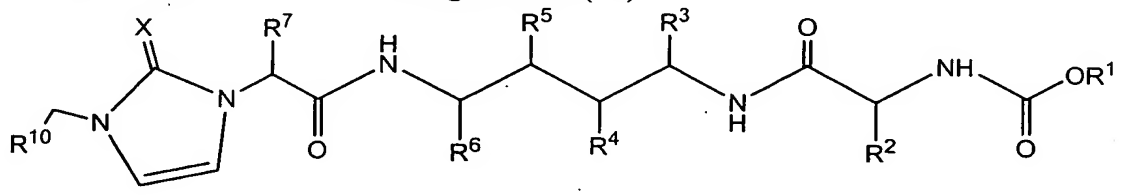
methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-1-[4-(5-methyl-2-pyridinyl)benzyl]-5-phenylpentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-3-hydroxy-4-[((2*S*)-2-{3-[(6-isopropyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}-3,3-dimethylbutanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-1-benzyl-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2-oxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-[4-(2-pyridinyl)phenyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate; and

methyl (1*S*)-1-({[(1*S*,2*S*,4*S*)-1-benzyl-2-hydroxy-4-({(2*S*)-3-methyl-2-[2-oxo-3-(4-quinolinylmethyl)-1-imidazolidinyl]pentanoyl}amino)-5-phenylpentyl]amino}carbonyl)-2,2-dimethylpropylcarbamate.

23. The compound of claim 1 having formula (IV)



(IV)

or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, wherein:

X is O, S or NH;

$R^1$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^1$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), $-alkylC(O)N(alkyl)_2$, and $R^{1a}$;

$R^{1a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{1a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$,-N(H)(alkyl), $-N(alkyl)_2$, -SH,

-S(alkyl), -$SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)$NH_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)$NH_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl$NH_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)$NH_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)$NH_2$, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)$_2$;

$R^2$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^2$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, –$OR_a$, -$SR_a$, -$SOR_a$, -$SO_2R_a$, -$NR_aR_b$, -$NR_bC(O)R_a$ -$N(R_b)C(O)OR_a$, -$N(R_a)C(=N)NR_aR_b$, -$N(R_a)C(O)NR_aR_b$, -$C(O)NR_aR_b$, -$C(O)OR_a$ and $R^{2a}$;

$R^{2a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{2a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -$NH_2$,-N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -$SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)$NH_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)$NH_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl$NH_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)$NH_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)$NH_2$, -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)$_2$;

$R^3$ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, –alkyl$OR_a$, -alkyl$SR_a$, -alkyl$SOR_a$, -alkyl$SO_2R_a$, -alkyl$NR_aR_b$, -alkylN($R_b$)C(O)$R_a$, -alkylN($R_b$)C(O)$OR_a$, -alkylN($R_a$)C(=N)$NR_aR_b$, -alkylN($R_a$)C(O)$NR_aR_b$, -alkylC(O)$NR_aR_b$, -alkylC(O)$OR_a$, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -$NH_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -$SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)$NH_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)$NH_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl,

alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)$_2$ and R$^{3a}$;

R$^{3a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R$^{3a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)$_2$;

R$^4$ is H and R$^5$ is OR$^{16}$;

or

R$^5$ is H and R$^4$ is OR$^{16}$;

or

R$^4$ and R$^5$ are –OR$^{16}$;

R$^6$ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, –alkylOR$_a$, -alkylSR$_a$, -alkylSOR$_a$, -alkylSO$_2$R$_a$, -alkylNR$_a$R$_b$, -alkylN(R$_b$)C(O)R$_a$, -alkylN(R$_b$)C(O)OR$_a$, -alkylN(R$_a$)C(=N)NR$_a$R$_b$, -alkylN(R$_a$)C(O)NR$_a$R$_b$, -alkylC(O)NR$_a$R$_b$, -alkylC(O)OR$_a$, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH,

-C(O)Oalkyl, -C(O)$NH_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl$NH_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)$NH_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)$NH_2$, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)$_2$ and $R^{6a}$;

$R^{6a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{6a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -$NH_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -$SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)$NH_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)$NH_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl$NH_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)$NH_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)$NH_2$, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)$_2$;

$R^7$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^7$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, $-OR_a$, $-SR_a$, $-SOR_a$, $-SO_2R_a$, $-NR_aR_b$, $-N(R_b)C(O)R_a$, $-N(R_b)C(O)OR_a$, $-N(R_a)C(=N)NR_aR_b$, $-N(R_a)C(O)NR_aR_b$, $-C(O)NR_aR_b$, $-C(O)OR_a$ and $R^{7a}$;

$R^{7a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{7a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -$NH_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -$SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)$NH_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)$NH_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl$NH_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)$NH_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)$NH_2$, -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)$_2$;

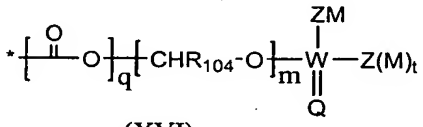
$R^{10}$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl or heterocycle; wherein each $R^{10}$ is susbstituted with 0, 1, 2 or 3 susbstituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, halo, nitro, oxo, $-OR_a$, $-SR_a$, $-SOR_a$, $-SO_2R_a$, $-SO_2NR_a$, $-SO_2OR_a$, $-NR_aR_b$, $-N(R_b)C(O)R_a$, $-N(R_b)SO_2R_a$, $-N(R_b)SO_2NR_aR_b$, $-N(R_b)C(O)NR_aR_b$, $-N(R_b)C(O)OR_a$, $-C(O)R_a$, $-C(O)NR_aR_b$, $-C(O)OR_a$, haloalkyl, nitroalkyl,

cynaoalkyl, formylalkyl, -alkylOR$_a$, -alkylNR$_a$R$_b$, -alkylN(R$_b$)C(O)OR$_a$, -alkylN(R$_b$)SO$_2$NR$_a$R$_b$, -alkylN(R$_b$)C(O)R$_a$, -alkylN(R$_b$)C(O)NR$_a$R$_b$, -alkylN(R$_b$)SO$_2$R$_a$, -alkylC(O)OR$_a$, -alkylC(O)R$_a$, -alkylC(O)NR$_a$R$_b$ and R$^{10a}$;

R$^{10a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each R$^{10a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, cyanoalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)$_2$;

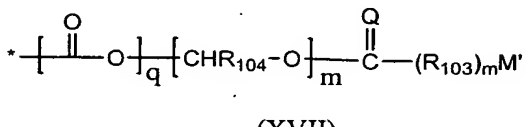
R$^{16}$ is hydrogen or R$^{15}$;

R$^{15}$ is



(XVI)

or



(XVII)

R$_{103}$ is C(R$_{105}$)$_2$, O or -N(R$_{105}$);

R$_{104}$ is hydrogen, alkyl, haloalkyl, alkoxycarbonyl, aminocarbonyl, alkylaminocarbonyl or dialkylaminocarbonyl,

each M is independently selected from the group consisting of H, Li, Na, K, Mg, Ca, Ba, -N(R$_{105}$)$_2$, alkyl, alkenyl, and R$_{106}$; wherein 1 to 4 –CH$_2$ radicals of the alkyl or alkenyl, other than the -CH$_2$ radical that is bound to Z, is optionally replaced by a heteroatom group selected from the group consisting of O, S, S(O), SO$_2$ and N(R$_{105}$); and wherein any hydrogen in said alkyl, alkenyl or R$_{106}$ is optionally replaced with a substituent selected from the group consisting of oxo, -OR$_{105}$, -R$_{105}$, -N(R$_{105}$)$_2$, -CN, -C(O)OR$_{105}$, -C(O)N(R$_{105}$)$_2$, -SO$_2$N(R$_{105}$), -N(R$_{105}$)C(O)R$_{105}$, -C(O)R$_{105}$, -SR$_{105}$, -S(O)R$_{105}$, -SO$_2$R$_{105}$, -OCF$_3$, -SR$_{106}$, -SOR$_{106}$, -SO$_2$R$_{106}$, -N(R$_{105}$)SO$_2$R$_{105}$, halo, -CF$_3$ and NO$_2$;

Z is $CH_2$, O, S, -$N(R_{105})$, or, when M is absent, H;

Q is O or S;

W is P or S; wherein when W is S, Z is not S;

M' is H, alkyl, alkenyl or $R_{106}$; wherein 1 to 4 –$CH_2$ radicals of the alkyl or alkenyl is optionally replaced by a heteroatom group selected from O, S, S(O), $SO_2$ or $N(R_{105})$; and wherein any hydrogen in said alkyl, alkenyl or $R_{106}$ is optionally replaced with a substituent selected from the group consisting of oxo, -$OR_{105}$, -$R_{105}$, -$N(R_{105})_2$, -CN, -$C(O)OR_{105}$, -$C(O)N(R_{105})_2$, -$SO_2N(R_{105})$, -$N(R_{105})C(O)R_{105}$, -$C(O)R_{105}$, -$SR_{105}$, -$S(O)R_{105}$, -$SO_2R_{105}$, -$OCF_3$, -$SR_{106}$, -$SOR_{106}$, -$SO_2R_{106}$, -$N(R_{105})SO_2R_{105}$, halo, -$CF_3$ and $NO_2$;

$R_{106}$ is a monocyclic or bicyclic ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatom selected from the group consisting of O, N, S, SO, $SO_2$ and $N(R_{105})$; and wherein any of said ring system is substituted with 0, 1, 2, 3, 4, 5 or 6 substituents selected from the group consisting of hydroxy, alkyl, alkoxy, and -OC(O)alkyl;

each $R_{105}$ is independently selected from the group consisting of H or alkyl; wherein said alkyl is optionally substituted with a ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatoms selected from the group consisting of O, N, S, SO, $SO_2$, and $N(R_{105})$; and wherein any one of said ring systems is substituted with 0, 1, 2, 3 or 4 substituents selected from the group consisting of oxo, -$OR_{105}$, -$R_{105}$, -$N(R_{105})_2$, -$N(R_{105})C(O)R_{105}$, -CN, -$C(O)OR_{105}$, -$C(O)N(R_{105})_2$, halo and -$CF_3$;

q is 0 or 1;

m is 0 or 1;

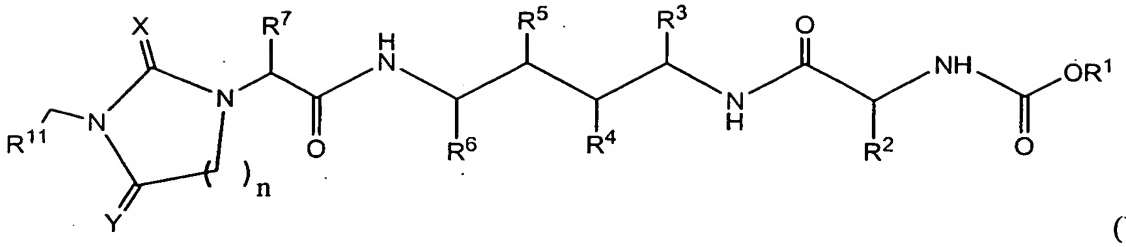
t is 0 or 1;

$R_a$ and $R_b$ at each occurrence are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocycle; wherein each $R_a$ and $R_b$, at each occurrence, is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of cyano, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$, $-alkylC(O)N(alkyl)_2$ and $R_c$;

alternatively, $R_a$ and $R_b$, together with the nitrogen atom to which they are attached, form a ring selected from the group consisting of heteroaryl and heterocycle; wherein each of the heteroaryl and heteroacycle is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, cyanoalkyl, formylalkyl, nitroalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, $-alkylC(O)OH$, $-alkylC(O)Oalkyl$, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$, $-alkylC(O)N(alkyl)_2$ and $R_c$; and

$R_c$ is aryl, heteroaryl or heterocycle; wherein each $R_c$ is independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkyl-NH_2$, $-alkyl-N(H)(alkyl)$, $-alkyl-N(alkyl)_2$, $-alkyl-N(H)C(O)NH_2$, $-alkyl-N(H)C(O)N(H)(alkyl)$, $-alkyl-N(H)C(O)N(alkyl)_2$, $-alkyl-C(O)OH$, $-alkyl-C(O)Oalkyl$, $-alkyl-C(O)NH_2$, $-alkyl-C(O)N(H)(alkyl)$ and $-alkyl-C(O)N(alkyl)_2$.

24. The compound of claim 1 having formula (V)



(V)

or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, wherein:

X is O, S or NH;

Y is O, S or NH;

$R^1$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^1$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), $-alkylC(O)N(alkyl)_2$, and $R^{1a}$;

$R^{1a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{1a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$,-N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl) and $-alkylC(O)N(alkyl)_2$;

$R^2$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^2$ is substituted with 0, 1 or 2 substituents independently selected from the group

consisting of halo, $-OR_a$, $-SR_a$, $-SOR_a$, $-SO_2R_a$, $-NR_aR_b$, $-NR_bC(O)R_a$ $-N(R_b)C(O)OR_a$, $-N(R_a)C(=N)NR_aR_b$, $-N(R_a)C(O)NR_aR_b$, $-C(O)NR_aR_b$, $-C(O)OR_a$ and $R^{2a}$;

$R^{2a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{2a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl) and -alkyl-$C(O)N(alkyl)_2$;

$R^3$ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, $-alkylOR_a$, $-alkylSR_a$, $-alkylSOR_a$, $-alkylSO_2R_a$, $-alkylNR_aR_b$, $-alkylN(R_b)C(O)R_a$, $-alkylN(R_b)C(O)OR_a$, $-alkylN(R_a)C(=N)NR_aR_b$, $-alkylN(R_a)C(O)NR_aR_b$, $-alkylC(O)NR_aR_b$, $-alkylC(O)OR_a$, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), $-alkylC(O)N(alkyl)_2$ and $R^{3a}$;

$R^{3a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{3a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$,

haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)$_2$;

$R^4$ is H and $R^5$ is $OR^{16}$;

or

$R^5$ is H and $R^4$ is $OR^{16}$;

or

$R^4$ and $R^5$ are $-OR^{16}$;

$R^6$ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, –alkylOR$_a$, -alkylSR$_a$, -alkylSOR$_a$, -alkylSO$_2$R$_a$, -alkylNR$_a$R$_b$, -alkylN(R$_b$)C(O)R$_a$, -alkylN(R$_b$)C(O)OR$_a$, -alkylN(R$_a$)C(=N)NR$_a$R$_b$, -alkylN(R$_a$)C(O)NR$_a$R$_b$, -alkylC(O)NR$_a$R$_b$, -alkylC(O)OR$_a$, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)$_2$ and $R^{6a}$;

$R^{6a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{6a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl),

-N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)$_2$;

$R^7$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^7$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, –OR$_a$, -SR$_a$, -SOR$_a$, -SO$_2$R$_a$, -NR$_a$R$_b$, -N(R$_b$)C(O)R$_a$, -N(R$_b$)C(O)OR$_a$, -N(R$_a$)C(=N)NR$_a$R$_b$, -N(R$_a$)C(O)NR$_a$R$_b$, -C(O)NR$_a$R$_b$, -C(O)OR$_a$ and $R^{7a}$;

$R^{7a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{7a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)$_2$;

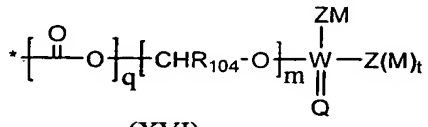
$R^{11}$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl or heterocycle; wherein each $R^{11}$ is susbstituted with 0, 1, 2 or 3 susbstituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, halo, nitro, oxo, –OR$_a$, -SR$_a$, -SOR$_a$, -SO$_2$R$_a$, -SO$_2$NR$_a$, -SO$_2$OR$_a$, -NR$_a$R$_b$, -N(R$_b$)C(O)R$_a$, -N(R$_b$)SO$_2$R$_a$, -N(R$_b$)SO$_2$NR$_a$R$_b$, -N(R$_b$)C(O)NR$_a$R$_b$, -N(R$_b$)C(O)OR$_a$, -C(O)R$_a$, -C(O)NR$_a$R$_b$, -C(O)OR$_a$, haloalkyl, nitroalkyl, cynaoalkyl, formylalkyl, -alkylOR$_a$, -alkylNR$_a$R$_b$, -alkylN(R$_b$)C(O)OR$_a$, -alkylN(R$_b$)SO$_2$NR$_a$R$_b$, -alkylN(R$_b$)C(O)R$_a$, -alkylN(R$_b$)C(O)NR$_a$R$_b$, -alkylN(R$_b$)SO$_2$R$_a$, -alkylC(O)OR$_a$, -alkylC(O)R$_a$, -alkylC(O)NR$_a$R$_b$ and $R^{11a}$;

$R^{11a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{11a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$,

-C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, cyanoalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)$_2$;

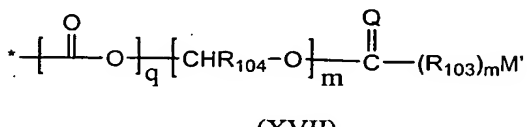
$R^{16}$ is hydrogen or $R^{15}$;

$R^{15}$ is



(XVI)

or



(XVII)

$R_{103}$ is $C(R_{105})_2$, O or -N($R_{105}$);

$R_{104}$ is hydrogen, alkyl, haloalkyl, alkoxycarbonyl, aminocarbonyl, alkylaminocarbonyl or dialkylaminocarbonyl,

each M is independently selected from the group consisting of H, Li, Na, K, Mg, Ca, Ba, -N($R_{105}$)$_2$, alkyl, alkenyl, and $R_{106}$; wherein 1 to 4 –$CH_2$ radicals of the alkyl or alkenyl, other than the -$CH_2$ radical that is bound to Z, is optionally replaced by a heteroatom group selected from the group consisting of O, S, S(O), $SO_2$ and N($R_{105}$); and wherein any hydrogen in said alkyl, alkenyl or $R_{106}$ is optionally replaced with a substituent selected from the group consisting of oxo, -O$R_{105}$, -$R_{105}$, -N($R_{105}$)$_2$, -CN, -C(O)O$R_{105}$, -C(O)N($R_{105}$)$_2$, -$SO_2$N($R_{105}$), -N($R_{105}$)C(O)$R_{105}$, -C(O)$R_{105}$, -S$R_{105}$, -S(O)$R_{105}$, -$SO_2R_{105}$, -$OCF_3$, -S$R_{106}$, -SO$R_{106}$, -$SO_2R_{106}$, -N($R_{105}$)$SO_2R_{105}$, halo, -$CF_3$ and $NO_2$;

Z is $CH_2$, O, S, -N($R_{105}$), or, when M is absent, H;

Q is O or S;

W is P or S; wherein when W is S, Z is not S;

M' is H, alkyl, alkenyl or $R_{106}$; wherein 1 to 4 –$CH_2$ radicals of the alkyl or alkenyl is optionally replaced by a heteroatom group selected from O, S, S(O), $SO_2$, or N($R_{105}$); and wherein any

hydrogen in said alkyl, alkenyl or $R_{106}$ is optionally replaced with a substituent selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, -CN, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, $-SO_2N(R_{105})$, $-N(R_{105})C(O)R_{105}$, $-C(O)R_{105}$, $-SR_{105}$, $-S(O)R_{105}$, $-SO_2R_{105}$, $-OCF_3$, $-SR_{106}$, $-SOR_{106}$, $-SO_2R_{106}$, $-N(R_{105})SO_2R_{105}$, halo, $-CF_3$ and $NO_2$;

$R_{106}$ is a monocyclic or bicyclic ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatom selected from the group consisting of O, N, S, SO, $SO_2$ and $N(R_{105})$; and wherein any of said ring system is substituted with 0, 1, 2, 3, 4, 5 or 6 substituents selected from the group consisting of hydroxy, alkyl, alkoxy, and -OC(O)alkyl;

each $R_{105}$ is independently selected from the group consisting of H or alkyl; wherein said alkyl is optionally substituted with a ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatoms selected from the group consisting of O, N, S, SO, $SO_2$, and $N(R_{105})$; and wherein any one of said ring systems is substituted with 0, 1, 2, 3 or 4 substituents selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, $-N(R_{105})C(O)R_{105}$, -CN, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, halo and $-CF_3$;

q is 0 or 1;

m is 0 or 1;

t is 0 or 1;

$R_a$ and $R_b$ at each occurrence are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocycle; wherein each $R_a$ and $R_b$, at each occurrence, is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of cyano, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl$NH_2$, -alkylN(H)(alkyl), -alkyl$N(alkyl)_2$, -alkylN(H)C(O)$NH_2$, -alkylN(H)C(O)N(H)(alkyl),

-alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)$_2$ and $R_c$;

alternatively, $R_a$ and $R_b$, together with the nitrogen atom to which they are attached, form a ring selected from the group consisting of heteroaryl and heterocycle; wherein each of the heteroaryl and heteroacycle is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, nitro, halo, oxo, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, cyanoalkyl, formylalkyl, nitroalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)$_2$ and $R_c$;

$R_c$ is aryl, heteroaryl or heterocycle; wherein each $R_c$ is independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl-NH$_2$, -alkyl-N(H)(alkyl), -alkyl-N(alkyl)$_2$, -alkyl-N(H)C(O)NH$_2$, -alkyl-N(H)C(O)N(H)(alkyl), -alkyl-N(H)C(O)N(alkyl)$_2$, -alkyl-C(O)OH, -alkyl-C(O)Oalkyl, -alkyl-C(O)NH$_2$, -alkyl-C(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)$_2$; and

n is 1 or 2.

25. The compound of claim 24 wherein X is O and Y is O.

26. The compound of claim 24 wherein X is O, Y is O, $R^4$ is H and $R^5$ is $OR^{16}$.

27. The compound of claim 24 wherein X is O, Y is O, $R^4$ is $OR^{16}$ and $R^5$is H.

28. The compound of claim 24 wherein X is O, Y is O, $R^4$ is H, $R^5$ is $OR^{16}$ and $R^2$ is alkyl.

29. The compound of claim 24 wherein X is O, Y is O, $R^4$ is $OR^{16}$, $R^5$ is H, and $R^2$ is alkyl.

30. The compound of claim 24 wherein X is O, Y is O, $R^4$ is H, $R^5$ is $OR^{16}$, $R^2$ is alkyl, $R^3$ is arylalkyl substituted with $R^{3a}$, and $R^{3a}$ is aryl or heteroaryl.

31. The compound of claim 24 wherein X is O, Y is O, $R^4$ is $OR^{16}$, $R^5$ is H, $R^2$ is alkyl, $R^3$ is arylalkyl substituted with $R^{3a}$, and $R^{3a}$ is aryl or heteroaryl.

32. The compound of claim 24, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, selected from the group consisting of:

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-3-hydroxy-4-[((2*S*)-3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2,4-dioxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-2-hydroxy-4-[((2*S*)-3-methyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2,4-dioxo-1-imidazolidinyl}pentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2,4-dioxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

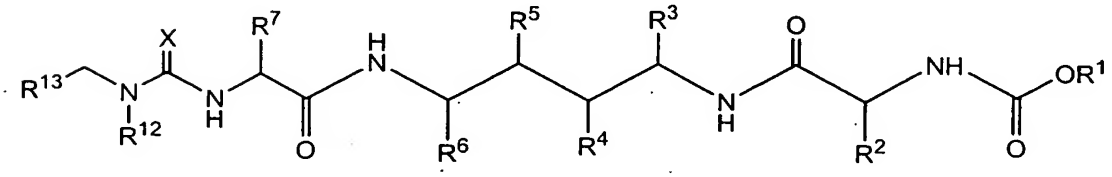
methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2,4-dioxo-1-imidazolidinyl}butanoyl)amino]-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-[((2*S*)-3,3-dimethyl-2-{3-[(6-methyl-2-pyridinyl)methyl]-2,4-dioxo-1-imidazolidinyl}butanoyl)amino]-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-3-hydroxy-4-[((2*S*)-2-{3-[(2-isopropyl-1,3-thiazol-4-yl)methyl]-2,4-dioxo-1-imidazolidinyl}-3-methylpentanoyl)amino]-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate; and

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-{[(2*S*)-2-(2,4-dioxo-3-{[2-(3-pyridinyl)-1,3-thiazol-4-yl]methyl}-1-imidazolidinyl)-3-methylpentanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate.

33. The compound of claim 1 having formula (VI)



(VI)

or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, wherein:

X is O, S or NH;

$R^1$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^1$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), $-alkylC(O)N(alkyl)_2$, and $R^{1a}$;

$R^{1a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{1a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$,-N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl) and $-alkylC(O)N(alkyl)_2$;

$R^2$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^2$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, $-OR_a$, $-SR_a$, $-SOR_a$, $-SO_2R_a$, $-NR_aR_b$, $-NR_bC(O)R_a$ $-N(R_b)C(O)OR_a$, $-N(R_a)C(=N)NR_aR_b$, $-N(R_a)C(O)NR_aR_b$, $-C(O)NR_aR_b$, $-C(O)OR_a$ and $R^{2a}$;

$R^{2a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{2a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl) and -alkyl-$C(O)N(alkyl)_2$;

$R^3$ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, $-alkylOR_a$, $-alkylSR_a$, $-alkylSOR_a$, $-alkylSO_2R_a$, $-alkylNR_aR_b$, $-alkylN(R_b)C(O)R_a$, $-alkylN(R_b)C(O)OR_a$, $-alkylN(R_a)C(=N)NR_aR_b$, $-alkylN(R_a)C(O)NR_aR_b$, $-alkylC(O)NR_aR_b$, $-alkylC(O)OR_a$, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), $-alkylC(O)N(alkyl)_2$ and $R^{3a}$;

$R^{3a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{3a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$,

-alkylN(H)C(O)$NH_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)$NH_2$, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)$_2$;

$R^4$ is H and $R^5$ is $OR^{16}$;

or

$R^5$ is H and $R^4$ is $OR^{16}$;

or

$R^4$ and $R^5$ are $-OR^{16}$;

$R^6$ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, –alkylO$R_a$, -alkylS$R_a$, -alkylSO$R_a$, -alkylS$O_2R_a$, -alkylN$R_aR_b$, -alkylN($R_b$)C(O)$R_a$, -alkylN($R_b$)C(O)O$R_a$, -alkylN($R_a$)C(=N)$NR_aR_b$, -alkylN($R_a$)C(O)$NR_aR_b$, -alkylC(O)$NR_aR_b$, -alkylC(O)O$R_a$, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -$NH_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -$SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)$NH_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)$NH_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl$NH_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)$NH_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)$NH_2$, -alkylC(O)N(H)(alkyl), -alkylC(O)N(alkyl)$_2$ and $R^{6a}$;

$R^{6a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{6a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, -$NH_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -$SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)$NH_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)$NH_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$,

haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl), and -alkylC(O)N(alkyl)$_2$;

$R^7$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^7$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, –OR$_a$, -SR$_a$, -SOR$_a$, -SO$_2$R$_a$, -NR$_a$R$_b$, -N(R$_b$)C(O)R$_a$, -N(R$_b$)C(O)OR$_a$, -N(R$_a$)C(=N)NR$_a$R$_b$, -N(R$_a$)C(O)NR$_a$R$_b$, -C(O)NR$_a$R$_b$, -C(O)OR$_a$ and $R^{7a}$;

$R^{7a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{7a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$, -N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)$_2$;

$R^{12}$ is alkyl, alkenyl, cycloalkyl, cycloalkenyl, cycloalkylalkyl or cycloalkenylalkyl; wherein each $R^{12}$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of hydroxy, alkoxy and halo;

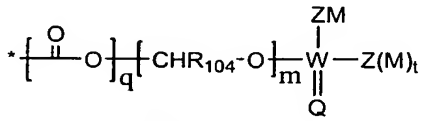
$R^{13}$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl or heterocycle; wherein each $R^{13}$ is susbstituted with 0, 1, 2 or 3 susbstituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, halo, nitro, oxo, –OR$_a$, -SR$_a$, -SOR$_a$, -SO$_2$R$_a$, -SO$_2$NR$_a$, -SO$_2$OR$_a$, -NR$_a$R$_b$, -N(R$_b$)C(O)R$_a$, -N(R$_b$)C(O)OR$_a$, -C(O)NR$_a$R$_b$, -C(O)OR$_a$, haloalkyl, nitroalkyl, cynaoalkyl, -alkylOR$_a$, -alkylNR$_a$R$_b$, -alkylN(R$_b$)C(O)R$_a$, -alkylN(R$_b$)C(O)NR$_a$R$_b$, -alkylN(R$_b$)SO$_2$R$_a$, -alkylC(O)OR$_a$, -alkyl-C(O)NR$_a$R$_b$ and $R^{13a}$;

$R^{13a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{13a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, -NH$_2$, -N(H)(alkyl), -N(alkyl)$_2$, -SH, -S(alkyl), -SO$_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, -N(H)C(O)NH$_2$,

-N(H)C(O)N(H)(alkyl), -N(H)C(O)N(alkyl)$_2$, -C(O)OH, -C(O)Oalkyl, -C(O)NH$_2$, -C(O)N(H)(alkyl), -C(O)N(alkyl)$_2$, cyanoalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkylNH$_2$, -alkylN(H)(alkyl), -alkylN(alkyl)$_2$, -alkylN(H)C(O)NH$_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)N(alkyl)$_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)NH$_2$, -alkylC(O)N(H)(alkyl) and -alkylC(O)N(alkyl)$_2$;

$R^{16}$ is hydrogen or $R^{15}$;

$R^{15}$ is



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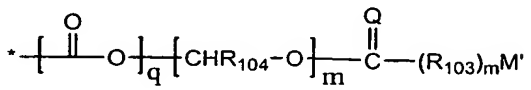
or



(XVII)

$R_{103}$ is $C(R_{105})_2$, O or $-N(R_{105})$;

$R_{104}$ is hydrogen, alkyl, haloalkyl, alkoxycarbonyl, aminocarbonyl, alkylaminocarbonyl or dialkylaminocarbonyl,

each M is independently selected from the group consisting of H, Li, Na, K, Mg, Ca, Ba, $-N(R_{105})_2$, alkyl, alkenyl, and $R_{106}$; wherein 1 to 4 $-CH_2$ radicals of the alkyl or alkenyl, other than the $-CH_2$ radical that is bound to Z, is optionally replaced by a heteroatom group selected from the group consisting of O, S, S(O), $SO_2$ and $N(R_{105})$; and wherein any hydrogen in said alkyl, alkenyl or $R_{106}$ is optionally replaced with a substituent selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, -CN, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, $-SO_2N(R_{105})$, $-N(R_{105})C(O)R_{105}$, $-C(O)R_{105}$, $-SR_{105}$, $-S(O)R_{105}$, $-SO_2R_{105}$, $-OCF_3$, $-SR_{106}$, $-SOR_{106}$, $-SO_2R_{106}$, $-N(R_{105})SO_2R_{105}$, halo, $-CF_3$ and $NO_2$;

Z is $CH_2$, O, S, $-N(R_{105})$, or, when M is absent, H;

Q is O or S;

W is P or S; wherein when W is S, Z is not S;

M' is H, alkyl, alkenyl or $R_{106}$; wherein 1 to 4 $-CH_2$ radicals of the alkyl or alkenyl is optionally replaced by a heteroatom group selected from O, S, S(O), $SO_2$, or $N(R_{105})$; and wherein any hydrogen in said alkyl, alkenyl or $R_{106}$ is optionally replaced with a substituent selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, -CN, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, $-SO_2N(R_{105})$, $-N(R_{105})C(O)R_{105}$, $-C(O)R_{105}$, $-SR_{105}$, $-S(O)R_{105}$, $-SO_2R_{105}$, $-OCF_3$, $-SR_{106}$, $-SOR_{106}$, $-SO_2R_{106}$, $-N(R_{105})SO_2R_{105}$, halo, $-CF_3$ and $NO_2$;

$R_{106}$ is a monocyclic or bicyclic ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatom selected from the group consisting of O, N, S, SO, $SO_2$ and $N(R_{105})$; and wherein any of said ring system is substituted with 0, 1, 2, 3, 4, 5 or 6 substituents selected from the group consisting of hydroxy, alkyl, alkoxy, and -OC(O)alkyl;

each $R_{105}$ is independently selected from the group consisting of H or alkyl; wherein said alkyl is optionally substituted with a ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatoms selected from the group consisting of O, N, S, SO, $SO_2$, and $N(R_{105})$; and wherein any one of said ring systems is substituted with 0, 1, 2, 3 or 4 substituents selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, $-N(R_{105})C(O)R_{105}$, -CN, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, halo and $-CF_3$;

q is 0 or 1;

m is 0 or 1;

t is 0 or 1;

$R_a$ and $R_b$ at each occurrence are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocycle; wherein each $R_a$ and $R_b$, at each occurrence, is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of cyano, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl,

$-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, $-alkylC(O)OH$, $-alkylC(O)Oalkyl$, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$, $-alkylC(O)N(alkyl)_2$ and $R_c$;

alternatively, $R_a$ and $R_b$, together with the nitrogen atom to which they are attached, form a ring selected from the group consisting of heteroaryl and heterocycle; wherein each of the heteroaryl and heteroacycle is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, -SH, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, cyanoalkyl, formylalkyl, nitroalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, $-alkylN(H)(alkyl)$, $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, $-alkylN(H)C(O)N(H)(alkyl)$, $-alkylN(H)C(O)N(alkyl)_2$, $-alkylC(O)OH$, $-alkylC(O)Oalkyl$, $-alkylC(O)NH_2$, $-alkylC(O)N(H)(alkyl)$, $-alkylC(O)N(alkyl)_2$ and $R_c$; and

$R_c$ is aryl, heteroaryl or heterocycle; wherein each $R_c$ is independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, $-N(H)(alkyl)$, $-N(alkyl)_2$, -SH, $-S(alkyl)$, $-SO_2(alkyl)$, $-N(H)C(O)alkyl$, $-N(alkyl)C(O)alkyl$, $-N(H)C(O)NH_2$, $-N(H)C(O)N(H)(alkyl)$, $-N(H)C(O)N(alkyl)_2$, $-C(O)OH$, $-C(O)Oalkyl$, $-C(O)NH_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkyl-NH_2$, $-alkyl-N(H)(alkyl)$, $-alkyl-N(alkyl)_2$, $-alkyl-N(H)C(O)NH_2$, $-alkyl-N(H)C(O)N(H)(alkyl)$, $-alkyl-N(H)C(O)N(alkyl)_2$, $-alkyl-C(O)OH$, $-alkyl-C(O)Oalkyl$, $-alkyl-C(O)NH_2$, $-alkyl-C(O)N(H)(alkyl)$ and $-alkyl-C(O)N(alkyl)_2$.

34. The compound of claim 33 wherein $R^4$ is H and $R^5$ is $OR^{16}$.

35. The compound of claim 33 wherein $R^4$ is $OR^{16}$ and $R^5$ is H.

36. The compound of claim 33 wherein $R^4$ is H, $R^5$ is $OR^{16}$, $R^3$ is arylalkyl substituted with $R^{3a}$, and $R^{3a}$ is aryl or heteroaryl.

37. The compound of claim 33 wherein $R^4$ is $OR^{16}$, $R^5$ is H, $R^3$ is arylalkyl substituted with $R^{3a}$, and $R^{3a}$ is aryl or heteroaryl.

38. The compound of claim 33, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, selected from the group consisting of:

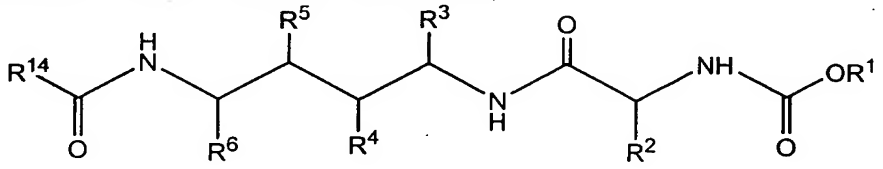
methyl (1*S*,4*S*,6*S*,7*S*,10*S*)-7-benzyl-1,10-di*tert*-butyl-6-hydroxy-13-methyl-2,9,12-trioxo-14-phenyl-4-[4-(2-pyridinyl)benzyl]-3,8,11,13-tetraazatetradec-1-ylcarbamate;

methyl (1*S*,4*R*,6*S*,7*S*,10*S*)-7-benzyl-1,10-di*tert*-butyl-6-hydroxy-13-methyl-2,9,12-trioxo-14-phenyl-4-[4-(2-pyridinyl)benzyl]-3,8,11,13-tetraazatetradec-1-ylcarbamate;

methyl (1*S*,4*S*,6*S*,7*S*,10*S*)-7-benzyl-10-*sec*-butyl-1-*tert*-butyl-6-hydroxy-13-methyl-14-(2-methyl-1,3-thiazol-4-yl)-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-3,8,11,13-tetraazatetradec-1-ylcarbamate; and

methyl (1*S*,4*S*,5*S*,7*S*,10*S*)-7-benzyl-10-*sec*-butyl-1-*tert*-butyl-5-hydroxy-13-methyl-14-(2-methyl-1,3-thiazol-4-yl)-2,9,12-trioxo-4-[4-(2-pyridinyl)benzyl]-3,8,11,13-tetraazatetradec-1-ylcarbamate.

39. The compound of claim 1 having formula (VII)



(VII)

or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug,or combination thereof, wherein:

$R^1$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^1$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), $-alkylC(O)N(alkyl)_2$, and $R^{1a}$;

$R^{1a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{1a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl$NH_2$, -alkylN(H)(alkyl), -alkyl$N(alkyl)_2$, -alkylN(H)C(O)$NH_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)$N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)$NH_2$, -alkylC(O)N(H)(alkyl) and -alkylC(O)$N(alkyl)_2$;

$R^2$ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^2$ is substituted with 0, 1 or 2 substituents independently selected from the group consisting of halo, $-OR_a$, $-SR_a$, $-SOR_a$, $-SO_2R_a$, $-NR_aR_b$, $-NR_bC(O)R_a$ $-N(R_b)C(O)OR_a$, $-N(R_a)C(=N)NR_aR_b$, $-N(R_a)C(O)NR_aR_b$, $-C(O)NR_aR_b$, $-C(O)OR_a$ and $R^{2a}$;

$R^{2a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{2a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, -alkyl$NH_2$, -alkylN(H)(alkyl), -alkyl$N(alkyl)_2$, -alkylN(H)C(O)$NH_2$, -alkylN(H)C(O)N(H)(alkyl), -alkylN(H)C(O)$N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, -alkylC(O)$NH_2$, -alkylC(O)N(H)(alkyl) and -alkyl-$C(O)N(alkyl)_2$;

$R^3$ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, $-alkylOR_a$, $-alkylSR_a$, $-alkylSOR_a$, $-alkylSO_2R_a$, $-alkylNR_aR_b$, $-alkylN(R_b)C(O)R_a$, $-alkylN(R_b)C(O)OR_a$, $-alkylN(R_a)C(=N)NR_aR_b$, $-alkylN(R_a)C(O)NR_aR_b$, $-alkylC(O)NR_aR_b$, $-alkylC(O)OR_a$, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy,

$-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), $-alkylC(O)N(alkyl)_2$ and $R^{3a}$;

$R^{3a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{3a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), and $-alkylC(O)N(alkyl)_2$;

$R^4$ is H and $R^5$ is $OR^{16}$;

or

$R^5$ is H and $R^4$ is $OR^{16}$;

or

$R^4$ and $R^5$ are $-OR^{16}$;

$R^6$ is alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, $-alkylOR_a$, $-alkylSR_a$, $-alkylSOR_a$, $-alkylSO_2R_a$, $-alkylNR_aR_b$, $-alkylN(R_b)C(O)R_a$, $-alkylN(R_b)C(O)OR_a$, $-alkylN(R_a)C(=N)NR_aR_b$, $-alkylN(R_a)C(O)NR_aR_b$, $-alkylC(O)NR_aR_b$, $-alkylC(O)OR_a$, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocycle, heterocyclealkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl; wherein the cycloalkyl, cycloalkenyl, heterocycle, aryl, heteroaryl, cycloalkyl moiety of the cycloalkylalkyl, cycloalkenyl moiety of the cycloalkenylalkyl, heterocycle moiety of the heterocyclealkyl, heteroaryl moiety of the heteroarylalkyl and the aryl moiety of the arylalkyl are independently substituted with 0, 1, 2, 3 or 4 substituents independently selected

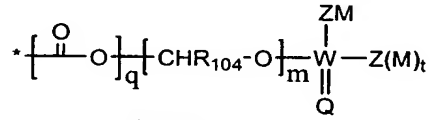
from the group consisting of cyano, halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2(alkyl)$, -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), $-alkylC(O)N(alkyl)_2$ and $R^{6a}$;

$R^{6a}$ is cycloalkyl, cycloalkenyl, heterocycle, aryl or heteroaryl; wherein each $R^{6a}$ is substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of cyano, halo, oxo, alkyl, alkenyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2(alkyl)$, -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), and $-alkylC(O)N(alkyl)_2$;

$R^{14}$ is $-OR_a$ or -alkylOR$_a$;

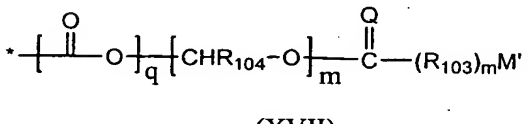
$R^{16}$ is hydrogen or $R^{15}$;

$R^{15}$ is



(XVI)

or



(XVII)

$R_{103}$ is $C(R_{105})_2$, O or $-N(R_{105})$;

$R_{104}$ is hydrogen, alkyl, haloalkyl, alkoxycarbonyl, aminocarbonyl, alkylaminocarbonyl or dialkylaminocarbonyl,

each M is independently selected from the group consisting of H, Li, Na, K, Mg, Ca, Ba, $-N(R_{105})_2$, alkyl, alkenyl, and $R_{106}$; wherein 1 to 4 $-CH_2$ radicals of the alkyl or alkenyl, other than the $-CH_2$ radical that is bound to Z, is optionally replaced by a heteroatom group selected

from the group consisting of O, S, S(O), $SO_2$ and $N(R_{105})$; and wherein any hydrogen in said alkyl, alkenyl or $R_{106}$ is optionally replaced with a substituent selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, -CN, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, $-SO_2N(R_{105})$, $-N(R_{105})C(O)R_{105}$, $-C(O)R_{105}$, $-SR_{105}$, $-S(O)R_{105}$, $-SO_2R_{105}$, $-OCF_3$, $-SR_{106}$, $-SOR_{106}$, $-SO_2R_{106}$, $-N(R_{105})SO_2R_{105}$, halo, $-CF_3$ and $NO_2$;

Z is $CH_2$, O, S, $-N(R_{105})$, or, when M is absent, H;

Q is O or S;

W is P or S; wherein when W is S, Z is not S;

M' is H, alkyl, alkenyl or $R_{106}$; wherein 1 to 4 $-CH_2$ radicals of the alkyl or alkenyl is optionally replaced by a heteroatom group selected from O, S, S(O), $SO_2$, or $N(R_{105})$; and wherein any hydrogen in said alkyl, alkenyl or $R_{106}$ is optionally replaced with a substituent selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, -CN, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, $-SO_2N(R_{105})$, $-N(R_{105})C(O)R_{105}$, $-C(O)R_{105}$, $-SR_{105}$, $-S(O)R_{105}$, $-SO_2R_{105}$, $-OCF_3$, $-SR_{106}$, $-SOR_{106}$, $-SO_2R_{106}$, $-N(R_{105})SO_2R_{105}$, halo, $-CF_3$ and $NO_2$;

$R_{106}$ is a monocyclic or bicyclic ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatom selected from the group consisting of O, N, S, SO, $SO_2$ and $N(R_{105})$; and wherein any of said ring system is substituted with 0, 1, 2, 3, 4, 5 or 6 substituents selected from the group consisting of hydroxy, alkyl, alkoxy, and -OC(O)alkyl;

each $R_{105}$ is independently selected from the group consisting of H or alkyl; wherein said alkyl is optionally substituted with a ring system selected from the group consisting of aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocycle; wherein any of said heteroaryl and heterocycle ring systems contains one or more heteroatoms selected from the group consisting of O, N, S, SO, $SO_2$, and $N(R_{105})$; and wherein any one of said ring systems is substituted with 0, 1, 2, 3 or 4 substituents selected from the group consisting of oxo, $-OR_{105}$, $-R_{105}$, $-N(R_{105})_2$, $-N(R_{105})C(O)R_{105}$, -CN, $-C(O)OR_{105}$, $-C(O)N(R_{105})_2$, halo and $-CF_3$;

q is 0 or 1;

m is 0 or 1;

t is 0 or 1;

$R_a$ and $R_b$ at each occurrence are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocycle; wherein each $R_a$ and $R_b$, at each occurrence, is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of cyano, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), $-alkylC(O)N(alkyl)_2$ and $R_c$;

alternatively, $R_a$ and $R_b$, together with the nitrogen atom to which they are attached, form a ring selected from the group consisting of heteroaryl and heterocycle; wherein each of the heteroaryl and heteroacycle is independently substituted with 0, 1, 2 or 3 substituents independently selected from the group consisting of alkyl, alkenyl, alkynyl, cyano, formyl, nitro, halo, oxo, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, cyanoalkyl, formylalkyl, nitroalkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkylNH_2$, -alkylN(H)(alkyl), $-alkylN(alkyl)_2$, $-alkylN(H)C(O)NH_2$, -alkylN(H)C(O)N(H)(alkyl), $-alkylN(H)C(O)N(alkyl)_2$, -alkylC(O)OH, -alkylC(O)Oalkyl, $-alkylC(O)NH_2$, -alkylC(O)N(H)(alkyl), $-alkylC(O)N(alkyl)_2$ and $R_c$; and

$R_c$ is aryl, heteroaryl or heterocycle; wherein each $R_c$ is independently substituted with 0, 1, 2, 3 or 4 substituents independently selected from the group consisting of halo, nitro, oxo, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, $-NH_2$, -N(H)(alkyl), $-N(alkyl)_2$, -SH, -S(alkyl), $-SO_2$(alkyl), -N(H)C(O)alkyl, -N(alkyl)C(O)alkyl, $-N(H)C(O)NH_2$, -N(H)C(O)N(H)(alkyl), $-N(H)C(O)N(alkyl)_2$, -C(O)OH, -C(O)Oalkyl, $-C(O)NH_2$, -C(O)N(H)(alkyl), $-C(O)N(alkyl)_2$, haloalkyl, hydroxyalkyl, alkoxyalkyl, $-alkyl-NH_2$, -alkyl-N(H)(alkyl), $-alkyl-N(alkyl)_2$,

-alkyl-N(H)C(O)$NH_2$, -alkyl-N(H)C(O)N(H)(alkyl), -alkyl-N(H)C(O)N(alkyl)$_2$, -alkyl-C(O)OH, -alkyl-C(O)Oalkyl, -alkyl-C(O)$NH_2$, -alkyl-C(O)N(H)(alkyl) and -alkyl-C(O)N(alkyl)$_2$.

40. The compound of claim 39 wherein $R^4$ is H, $R^5$ is $OR^{16}$ and $R^2$ is alkyl.

41. The compound of claim 39 wherein $R^4$ is $OR^{16}$, $R^5$ is H and $R^2$ is alkyl.

42. The compound of claim 39 wherein $R^4$ is H, $R^5$ is $OR^{16}$, $R^2$ is alkyl, $R^3$ is arylalkyl substituted with $R^{3a}$, and $R^{3a}$ is aryl or heteroaryl.

43. The compound of claim 39 wherein $R^4$ is $OR^{16}$, $R^5$ is H, $R^2$ is alkyl, $R^3$ is arylalkyl substituted with $R^{3a}$, and $R^{3a}$ is aryl or heteroaryl.

44. The compound of claim 39, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, selected from the group consisting of:

1:1 mixture of (3*R*,3a*S*,6a*R*)-hexahydrofuro[2,3-*b*]furan-3-yl (1*S*,3*S*,4*S*)-1-benzyl-3-hydroxy-4-({(2*S*)-2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate and (3*R*,3a*R*,6a*S*)-hexahydrofuro[2,3-*b*]furan-3-yl (1*S*,3*S*,4*S*)-1-benzyl-3-hydroxy-4-({(2*S*)-2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate;

1:1 mixture of (3*R*,3a*S*,6a*R*)-hexahydrofuro[2,3-*b*]furan-3-yl (1*S*,2*S*,4*S*)-1-benzyl-2-hydroxy-4-({(2*S*)-2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate and (3*R*,3a*R*,6a*S*)-hexahydrofuro[2,3-*b*]furan-3-yl (1*S*,2*S*,4*S*)-1-benzyl-2-hydroxy-4-({(2*S*)-2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate;

methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-{[(2,6-dimethylphenoxy)acetyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

methyl (1*S*)-1-[({(1*S*,2*S*,4*S*)-4-{[(2,6-dimethylphenoxy)acetyl]amino}-2-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate;

1:1 mixture of (3*R*,3a*S*,6a*R*)-hexahydrofuro[2,3-*b*]furan-3-yl (1*S*,2*S*,4*R*)-1-benzyl-2-hydroxy-4-({(2*S*)-2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate and (3*R*,3a*R*,6a*S*)-hexahydrofuro[2,3-*b*]furan-3-yl (1*S*,2*S*,4*R*)-

1-benzyl-2-hydroxy-4-({(2*S*)-2-[(methoxycarbonyl)amino]-3,3-dimethylbutanoyl}amino)-5-[4-(2-pyridinyl)phenyl]pentylcarbamate; and

methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-4-{[(2,6-dimethylphenoxy)acetyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate.

45. Methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-3-hydroxy-4-{[(2*S*)-2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof.

46. Methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-{[(2*S*)-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof.

47. The compound of claim 13 wherein $R^1$ is alkyl.

48. The compound of claim 13 wherein $R^1$ is methyl.

49. The compound of claim 13 wherein $R^2$ is alkyl.

50. The compound of claim 13 wherein $R^2$ is tert-butyl.

51. The compound of claim 13 wherein $R^3$ is arylalkyl.

52. The compound of claim 13 wherein $R^3$ is phenylmethyl.

53. The compound of claim 13 wherein $R^6$ is arylalkyl.

54. The compound of claim 13 wherein $R^6$ is phenylmethyl.

55. The compound of claim 13 wherein $R^7$ is alkyl.

56. The compound of claim 13 wherein $R^7$ is tert-butyl.

57. The compound of claim 13 wherein $R^9$ is aryl.

58. The compound of claim 13 wherein $R^9$ is phenyl.

59. The compound of claim 13 wherein $R^9$ is heteroaryl.

60. The compound of claim 13 wherein $R^9$ is pyridyl.

61. The compound of claim 13 wherein $R^4$ is H, $R^5$ is $OR^{16}$, X is O and $R^1$ is alkyl.

62. The compound of claim 13 wherein $R^4$ is $OR^{16}$, $R^5$ is H, X is O and $R^1$ is alkyl.

63. The compound of claim 13 wherein $R^4$ is H, $R^5$ is $OR^{16}$, X is O and $R^3$ is arylalkyl.

64. The compound of claim 13 wherein $R^4$ is $OR^{16}$, $R^5$ is H, X is O and $R^3$ is arylalkyl.

65. The compound of claim 13 wherein $R^4$ is H, $R^5$ is $OR^{16}$, X is O and $R^6$ is arylalkyl.

66. The compound of claim 13 wherein $R^4$ is $OR^{16}$, $R^5$ is H, X is O and $R^6$ is arylalkyl.

67. The compound of claim 13 wherein $R^4$ is H, $R^5$ is $OR^{16}$, X is O and $R^7$ is alkyl.

68. The compound of claim 13 wherein $R^4$ is $OR^{16}$, $R^5$ is H, X is O and $R^7$ is alkyl.

69. The compound of claim 13 wherein $R^4$ is H, $R^5$ is $OR^{16}$, X is O and $R^9$ is aryl.

70. The compound of claim 13 wherein $R^4$ is $OR^{16}$, $R^5$ is H, X is O and $R^9$ is aryl.

71. The compound of claim 13 wherein $R^4$ is H, $R^5$ is $OR^{16}$, X is O and $R^9$ is heteroaryl.

72. The compound of claim 13 wherein $R^4$ is $OR^{16}$, $R^5$ is H, X is O and $R^9$ is heteroaryl.

73. The compound of claim 13 wherein $R^1$ is alkyl, $R^2$ is alkyl, $R^3$ is arylalkyl, $R^4$ is H, $R^5$ is $OR^{16}$, $R^6$ is arylalkyl, $R^7$ is alkyl and $R^9$ is aryl.

74. The compound of claim 13 wherein $R^1$ is methyl, $R^2$ is tert-butyl, $R^3$ is phenylmethyl, $R^4$ is H, $R^5$ is OH, $R^6$ is phenylmethyl, $R^7$ is tert-butyl and $R^9$ is phenyl.

75. The compound of claim 13 wherein $R^1$ is alkyl, $R^2$ is alkyl, $R^3$ is arylalkyl, $R^4$ is H, $R^5$ is $OR^{16}$, $R^6$ is arylalkyl, $R^7$ is alkyl and $R^9$ is heteroaryl.

76. The compound of claim 13 wherein $R^1$ is methyl, $R^2$ is tert-butyl, $R^3$ is phenylmethyl, $R^4$ is H, $R^5$ is OH, $R^6$ is phenylmethyl, $R^7$ is tert-butyl and $R^9$ is pyridyl.

77. The compound of claim 13 wherein $R^1$ is alkyl, $R^2$ is alkyl, $R^3$ is arylalkyl, $R^4$ is $OR^{16}$, $R^5$ is H, $R^6$ is arylalkyl, $R^7$ is alkyl and $R^9$ is aryl.

78. The compound of claim 13 wherein $R^1$ is methyl, $R^2$ is tert-butyl, $R^3$ is phenylmethyl, $R^4$ is OH, $R^5$ is H, $R^6$ is phenylmethyl, $R^7$ is tert-butyl and $R^9$ is phenyl.

79. The compound of claim 13 wherein $R^1$ is alkyl, $R^2$ is alkyl, $R^3$ is arylalkyl, $R^4$ is $OR^{16}$, $R^5$ is H, $R^6$ is arylalkyl, $R^7$ is alkyl and $R^9$ is heteroaryl.

80. The compound of claim 13 wherein $R^1$ is methyl, $R^2$ is tert-butyl, $R^3$ is phenylmethyl, $R^4$ is OH, $R^5$ is H, $R^6$ is phenylmethyl, $R^7$ is tert-butyl and $R^9$ is pyridyl.

81. A pharmaceutical composition comprising a therapeutically effective amount of a compound or combination of compounds of claim 1, and a pharmaceutically acceptable carrier.

82. A pharmaceutical composition comprising a therapeutically effective amount of methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-3-hydroxy-4-{[(2*S*)-2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of a ester, prodrug, salt of a prodrug, or combination thereof, and a pharmaceutically acceptable carrier.

83. A pharmaceutical composition comprising a therapeutically effective amount of methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-{[(2*S*)-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate, or a pharmaceutically acceptable salt, stereoisomer, ester, salt of a ester, prodrug, salt of a prodrug, or combination thereof, and a pharmaceutically acceptable carrier.

84. A pharmaceutical composition comprising a therapeutically effective amount of a compound or combination of compounds of claim 1, and one, two, three, four, five or six agents selected from the group consisting of a second HIV protease inhibitor, a HIV reverse transcriptase inhibitor, an HIV entry/fusion inhibitor, an HIV integrase inhibitor and an HIV budding/maturation inhibitor, and a pharmaceutically acceptable carrier.

85. The pharmaceutical composition of claim 84 wherein the second HIV protease inhibitor is selected from the group consisting of ritonavir, lopinavir, saquinavir, amprenavir, fosamprenavir, nelfinavir, tipranavir, indinavir, atazanavir, TMC-126, TMC-114, mozenavir (DMP-450), JE-2147 (AG1776), L-756423, RO0334649, KNI-272, DPC-681, DPC-684 and GW640385X.

86. The pharmaceutical composition of claim 84 wherein the HIV reverse transcriptase inhibitor is selected from the group consisting of lamivudine, stavudine, zidovudine, abacavir, zalcitabine, didanosine, tenofovir, emtricitabine, amdoxovir, elvucitabine, alovudine, MIV-210, Racivir (±-FTC), D-D4FC (Reverset, DPC-817), SPD754, nevirapine, delavirdine, efavirenz, capravirine, emivirine, calanolide A, GW5634, BMS-56190 (DPC-083), DPC-961, MIV-150, TMC-120 and TMC-125.

87. The pharmaceutical composition of claim 84 wherein the HIV entry/fusion inhibitor is selected from the group consisting of enfuvirtide (T-20), T-1249, PRO 2000, PRO 542, PRO 140, AMD-3100, BMS-806, FP21399, GW873140, Schering C (SCH-C), Schering D (SCH-D), TNX-355 and UK-427857.

88. The pharmaceutical composition of claim 84 wherein the HIV integrase inhibitor is selected from the group consisting of S-1360, zintevir (AR-177), L-870812 and L-870810.

89. The pharmaceutical composition of claim 84 wherein the HIV budding/maturation inhibitor is PA-457.

90. The pharmaceutical composition of claim 84 wherein the compound of claim 1 is methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-3-hydroxy-4-{[(2*S*)-2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate.

91. The pharmaceutical composition of claim 84 wherein the compound of claim 1 is methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-{[(2*S*)-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate.

92. A pharmaceutical composition comprising a therapeutically effective amount of a compound or combination of compounds of claim 1, or a pharmaceutically acceptable salt form, stereoisomer, ester, salt of an ester, prodrug, salt of a prodrug, or combination thereof, ritonavir and a pharmaceutically acceptable carrier.

93. The pharmaceutical composition of claim 92 wherein the compound of claim 1 is methyl (1*S*)-1-[({(1*R*,3*S*,4*S*)-3-hydroxy-4-{[(2*S*)-2-(3-{[6-(1-hydroxy-1-methylethyl)-2-pyridinyl]methyl}-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate.

94. The pharmaceutical composition of claim 92 wherein the compound of claim 1is methyl (1*S*)-1-[({(1*S*,3*S*,4*S*)-4-{[(2*S*)-2-(3-benzyl-2-oxo-1-imidazolidinyl)-3,3-dimethylbutanoyl]amino}-3-hydroxy-5-phenyl-1-[4-(2-pyridinyl)benzyl]pentyl}amino)carbonyl]-2,2-dimethylpropylcarbamate.

95. A method of inhibiting the replication of an HIV virus comprising contacting said virus with a therapeutically effective amount of a compound or combination of compounds of any one of claims 1, 45 and 46.

96. A method of inhibiting HIV protease comprising contacting said HIV protease with a therapeutically effective amount of a compound or combination of compounds of any one of claims 1, 45 and 46.

97. A method for treating or preventing an HIV infection comprising administering to a patient in need of such treatment a therapeutically effective amount of a compound or combination of compounds of any one of claims 1, 45 and 46.

98. A method for treating or preventing an HIV infection comprising administering to a patient in need of such treatment a pharmaceutical composition of any one of claims 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93 and 94.